J. MICHAEL STRACZYNSKI

JOHN ROMITA JR. • SCOTT HANNA

the AMAZING SPIDER-MAN®

Until the Stars Turn Cold

MARVEL

Just one chance...

That's all Peter Parker has to win back Mary Jane Watson, the love of his life.

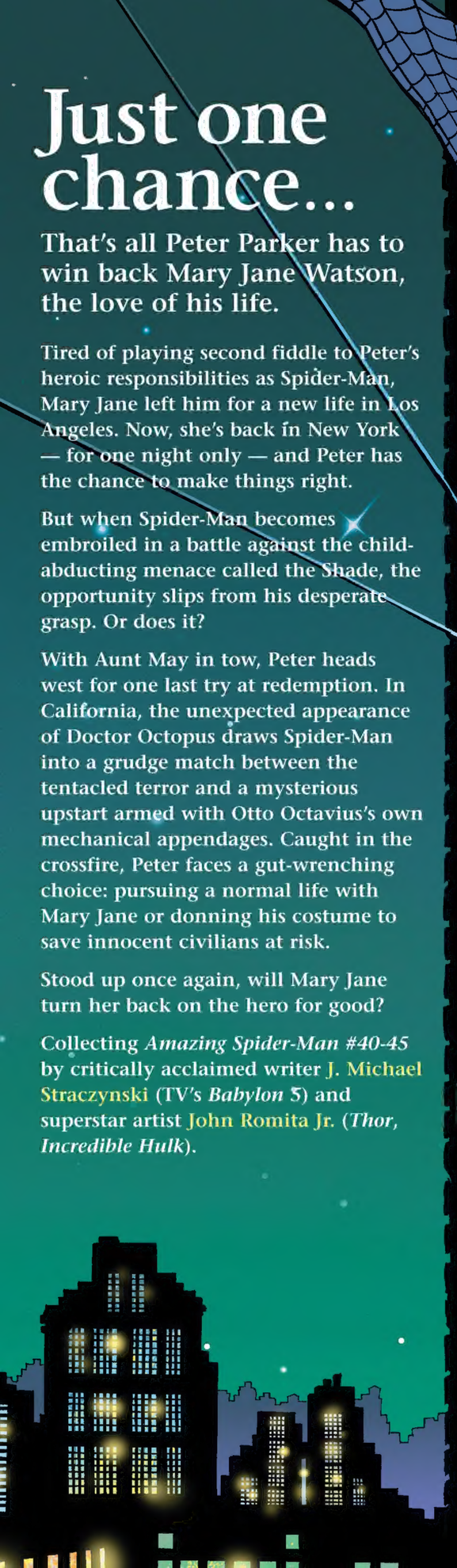
Tired of playing second fiddle to Peter's heroic responsibilities as Spider-Man, Mary Jane left him for a new life in Los Angeles. Now, she's back in New York — for one night only — and Peter has the chance to make things right.

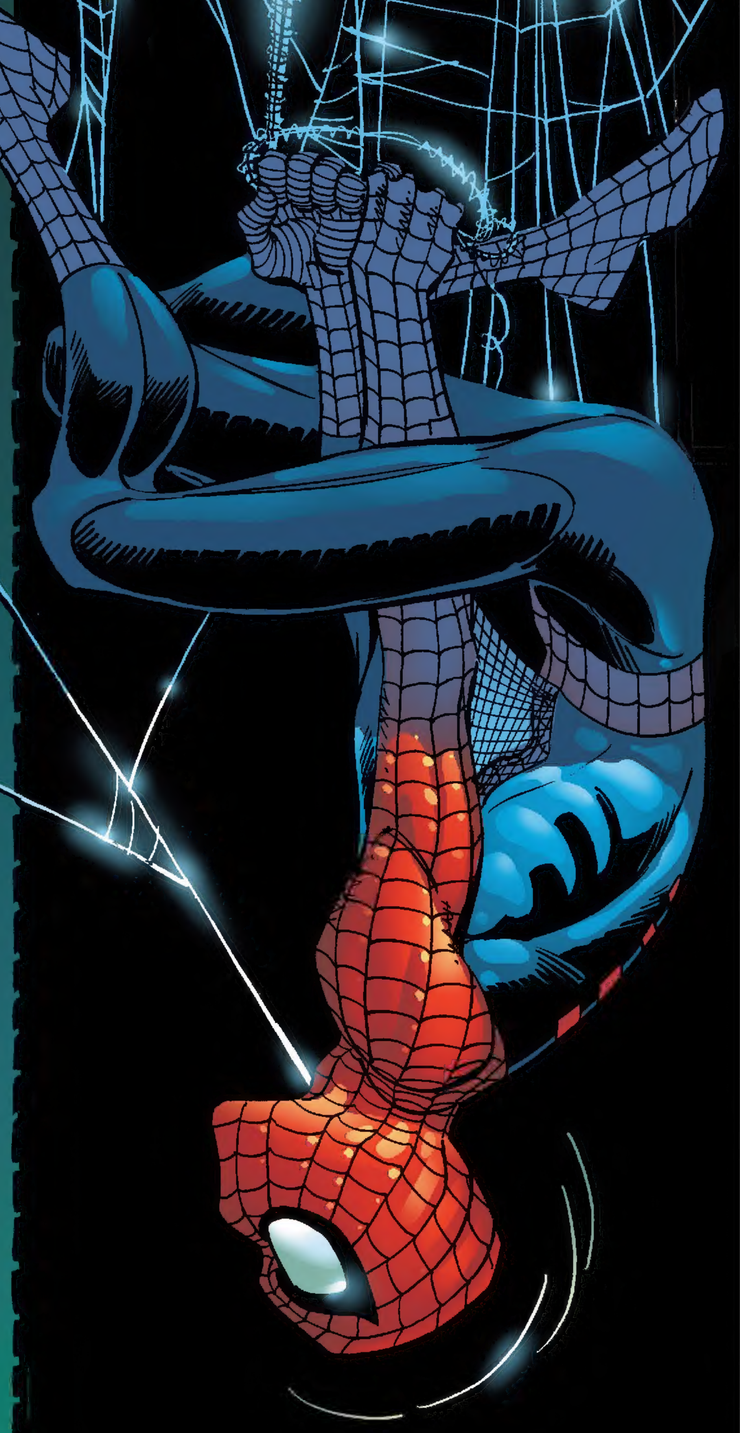
But when Spider-Man becomes embroiled in a battle against the child-abducting menace called the Shade, the opportunity slips from his desperate grasp. Or does it?

With Aunt May in tow, Peter heads west for one last try at redemption. In California, the unexpected appearance of Doctor Octopus draws Spider-Man into a grudge match between the tentacled terror and a mysterious upstart armed with Otto Octavius's own mechanical appendages. Caught in the crossfire, Peter faces a gut-wrenching choice: pursuing a normal life with Mary Jane or donning his costume to save innocent civilians at risk.

Stood up once again, will Mary Jane turn her back on the hero for good?

Collecting *Amazing Spider-Man #40-45* by critically acclaimed writer J. Michael Straczynski (TV's *Babylon 5*) and superstar artist John Romita Jr. (*Thor*, *Incredible Hulk*).





A MARVEL

J. MICHAEL STRACZYNSKI

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the AMAZING SPIDER-MAN®

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MARVEL

MARVEL® COMICS

the AMAZING SPIDER-MAN®

MARVEL

40

STRACZYNSKI
ROMITA JR
HANNA

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"SCIENCE TELLS US THAT FOR EVERY ACTION...

J. MICHAEL STRACZYNSKI words

JOHN ROMITA jr pictures

SCOTT HANNA inks

DAN KEMP colors

RS & COMICRAFT's WES ABBOTT letters

POLICE

POLICE

AT A DEMONSTRATION ON RADIATION, HIGH SCHOOL STUDENT PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER FROM WHICH HE GAINED THE ARACHNID'S INCREDIBLE ABILITIES. WHEN A BURGLAR KILLED HIS BELOVED UNCLE BEN, A GRIEF-STRICKEN PETER VOWED TO USE HIS GREAT POWERS IN THE SERVICE OF HIS FELLOW MAN, BECAUSE HE LEARNED AN INVALUABLE LESSON: WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY.

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN

Sensitive Issues

"...THERE IS AN EQUAL AND OPPOSITE REACTION."

JOHN MIESEGAES assistant editor

AXEL ALONSO editor

JOE QUESADA chief

BILL JEMAS president

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"THE LAWS OF INERTIA TELL US...

"...THAT AN OBJECT IN MOTION TENDS TO REMAIN IN MOTION...

"...UNTIL ACTED UPON BY AN OUTSIDE FORCE.

"SIMILARLY...

"...AN OBJECT AT REST TENDS TO REMAIN AT REST..."

NICE DOGGIE... NICE DOGGIE...

GRRRRRRR

"...UNTIL IT, TOO, IS ACTED UPON BY AN OUTSIDE FORCE."

"ONE THING I DON'T GET, MR. PARKER."

I MEAN, THIS IS ALL GREAT, BUT, Y'KNOW, DOES ANYONE EVER ACTUALLY *USE* ANY OF THIS IN REAL LIFE?

HERE AND THERE...

"FLOOR PLEASE?"

FOURTEEN!

AND IT'S THOSE DAMNED LEFTIES AND ALL THE LEFTOVER COMMIES AND THEY'RE ALL IN IT TOGETHER, I GOT THE SOLUTION, BUDDY, YEAH, LEMMETELLYOU, I KNOW WHAT WE SHOULD DO WITH THESE GUYS --

"SPORTS"

GONNA FIND ME SOMEBODY TO LISTEN TO ME AND WRITE AN ARTICLE ABOUT THIS AND WE'LL MAKE A MILLION BUCKS IT'S

GONNA BE --

DING

I THINK THIS IS YOUR FLOOR.

JUST GOTTA USE HATS! HATS MADE OUTTA TINFOIL, THAT'LL STOP THE RAYS, SEE, AND THE FLUORIDATION OF WATER, MAKIN' EVERYBODY JUST NUTS, BUT I KNOW THE REAL STORY, HEY YOU!

I THINK HE SAID HE WANTED TO GET OFF ON FOURTEEN. THAT WAS THE THIRD FLOOR.

WAS IT REALLY?

WELL, THAT'S WHAT HAPPENS WHEN YOU GET OLD, YOU SEE... LITTLE THINGS LIKE THAT JUST SLIP RIGHT PAST YOU. I DON'T SEE *HOW* I COULD HAVE MADE SUCH A MISTAKE.

--AND WHERE THE HELL DID YOU PEOPLE GET YOUR JOURNALISM DEGREES, FROM THE BACK OF A CEREAL BOX? I HAVEN'T SEEN THIS KIND OF SLOPPY REPORTING OUTSIDE HIGH SCHOOL, FOR CRYING OUT LOUD --

DING

I WANT THIS COPY REWRITTEN IN TWENTY MINUTES OR THERE'S GONNA BE HELL TO PAY --

HELLO, JONAH.

SO DON'T TRY TO --

OH... HELLO, MAY. WHAT'RE YOU --

I JUST CAME BY FOR A BRIEF VISIT. FUNNY THING, I THINK I SAW YOUR SOULMATE A FEW MINUTES AGO... HE GOT OFF ON THE THIRD FLOOR --

LOOK, MAY, THIS ISN'T A GOOD TIME, SO WHAT DO YOU --

I WANTED YOU TO KNOW I'M CANCELING MY SUBSCRIPTION TO THE BUGLE. I'D EMAILED YOUR ACCOUNTS DEPARTMENT, BUT BECAUSE WE'VE KNOWN EACH OTHER SO LONG, I THOUGHT IT WAS IMPORTANT TO --

WAITAMINNIT... YOU'RE CANCELING --

THAT'S RIGHT.

WHY?

BECAUSE I'M TIRED OF YOU SAYING THOSE TERRIBLE THINGS ABOUT SPIDER-MAN.

YOU SAID HE WAS A MONSTER.

YES, I DID.

WHAT HAPPENED?

PEOPLE CHANGE.

NOT THAT MUCH.

YOUR EDITORIAL DIRECTION IS FLAWED.

THAT SO?

YES.

YEAH? WHAT DO YOU THINK *YOU* KNOW THAT I DON'T?

VOLUMES, JONAH. VOLUMES.

FINE, WHATEVER, I DON'T HAVE TIME FOR THIS. FIFTY CENTS ON WEEKDAYS, A BUCK ON SUNDAY, I CAN AFFORD THE LOSS.

THANK YOU. GOOD DAY, JONAH.

WOMAN'S LOSING IT. SOME DAYS I THINK THE WHOLE FAMILY'S CRAZY AS A BEDBUG. IT'S --

IT'S THE LEFTIES AND THE LIBERAL MEDIA ELITE AND THE MICROWAVES FROM MARS, THAT'S THE KICKER, THAT'S WHAT WE'VE GOT TO TELL THE WORLD --

--WE GOTTA MAKE UP HELMETS AND WE GOTTA BOMB 'EM AND WE GOTTA STOP TALKING IN FRONT OF THE CATS, THAT'S THE IMPORTANT THING, WE CAN'T TRUST CATS, THEY'RE FROM MARS, EVERYBODY KNOWS THAT --

...SIGH...

YO, DUDE, I THOUGHT THIS DAY WOULD *NEVER* END, MAN --

I HEAR YOU --

MR. PARKER?

JENNY, HI, I WAS GOING TO TRY TO CATCH YOU ON THE WAY OUT. HOW'S YOUR BROTHER?

HE'S GETTING OUT OF THE HOSPITAL TOMORROW. HE'S STILL PRETTY SHAKY. THEY WANT TO GET HIM ON A METH PROGRAM AGAIN.

MAYBE THIS TIME IT'LL STICK.

MAYBE.

LISTEN, MR. PARKER, YOU SAID IF I NEEDED ANYTHING, I COULD COME TO YOU. IF THAT'S STILL, LIKE, THE DEAL --

IT IS.

I REALLY NEED YOU TO COME CHECK OUT SOMETHING. I TALKED TO SOME OF THE OTHERS, TOLD 'EM YOU WERE OKAY. I MEAN, I KNOW YOU PROBABLY HAVE OTHER STUFF TO DO, BUT --

NOT A PROBLEM. LEAD ON...

RINNNNG

HELLO?

MAY? HI, IT'S MJ.

MARY JANE... MY GOODNESS, HOW ARE YOU?

FINE...FINE... WE'RE OUT ON A SHOOT AND I'VE GOT A FEW MINUTES BETWEEN SET-UPS, SO I JUST...THOUGHT I'D CALL AND SEE HOW YOU WERE.

OH...FINE, FINE...IT'S BEEN A...WELL, IT'S BEEN HECTIC LATELY, BUT EVERYTHING'S JUST FINE, REALLY...

AND PETER?

BETTER. I MEAN, NOT THAT HE WAS HURT OR ANYTHING, HE JUST... THAT IS TO SAY WE BOTH HAD A LOT ON OUR MINDS, BUT HE'S...

HE'S FINE, MARY JANE, COULDN'T BE FINER.

WHAT A STRANGE TONE IN HER VOICE. THE SAME TONE I HAD SOMETIMES WHEN --

SHE DOESN'T...*KNOW*, DOES SHE?

SHOULD I ASK IF SHE KNOWS?

NO. PETER WOULD TELL ME IF SHE KNEW.

EXCEPT PETER AND I DON'T TALK.

NUTS.

SHE *HAD* TO HEAR THE TONE IN MY VOICE --

SHE DOESN'T KNOW THAT I KNOW, DOES SHE?

SHOULD I TELL HER I KNOW?

NO. IF ANYONE TELLS HER IT SHOULD BE PETER.

EXCEPT PETER AND SHE DON'T TALK.

OH, DEAR...

OOPS... LOOKS LIKE THEY'RE ABOUT READY FOR ME AFTER ALL, MAY. I'LL TRY TO CALL AGAIN SOON.

ALL RIGHT, MARY JANE. YOU TAKE CARE. GOODBYE.

-- IT'S JUST A LITTLE FURTHER, MR. PARKER. THIS WAY...

LIQUOR

THIS ISN'T THE SAME PLACE YOU AND THE OTHER KIDS LIVE --

NO. THERE'S LOTS OF PLACES LIKE THIS. WHEN YOU'RE ON THE STREET, YOU KINDA LIVE WHERE YOU CAN. IF IT'S AN ABANDONED BUILDING OR A FLAT AREA UNDER A BRIDGE, YOU CAN BE SURE SOMEBODY'S SQUATTING THERE.

SUSIE? YOU THERE?

JENNY... HEY...

HI. THIS IS MR. PARKER, THE ONE I WAS TELLING YOU ABOUT.

HI.

HI. SO WHAT'S THE PROBLEM?

I CAME HERE WITH THIS GUY, MIKE, ABOUT TWO WEEKS AGO. WE SPLIT 'CAUSE HE WAS DOING DRUGS AND I TOLD HIM I DIDN'T WANT ANY PART OF THAT, BUT I KEPT TRYING TO HELP HIM GET PAST IT.

YEAH, HERE'S A SPOT.

HAMMMM...

HE SAID HE WAS GONNA GET STRAIGHT, BUT THE NEXT DAY, HE WAS JUST GONE.

DID YOU TELL THE POLICE?

SNIRF! YEAH, LIKE THAT DID ANY GOOD. "YOU KNOW HOW MANY KIDS DRIFT IN AND OUT OF HERE EVERY DAY?" THEY SAID. "HOW DO WE KNOW HE'S **MISSING** IF HE'S IN A DIFFERENT **TOWN** EVERY COUPLE OF WEEKS?"

I TOLD 'EM HE WOULDN'T JUST UP AND LEAVE LIKE THAT, BUT THEY SAID IT HAPPENS ALL THE TIME, GIRLS GET DITCHED, BUT THAT'S NOT THE POINT. IT'S LIKE, IF YOU DON'T HAVE A REGULAR ADDRESS, OR PARENTS, OR A JOB, THEY DON'T WANT TO DO ANYTHING.

I...DON'T REALLY KNOW WHAT I CAN DO ABOUT THIS, SUSIE... ON ONE LEVEL, THEY'RE RIGHT, IF A KID'S ON THE ROAD, A DRIFTER, IT'S HARD TO PROVE HE'S MISSING --

BUT HE IS, MR. PARKER. AND SOMETHING ELSE...

HE'S NOT THE ONLY ONE.

IT'S LOTS OF STREET GUYS AROUND HERE. MOST OF 'EM ARE AROUND LATE HIGH SCHOOL, EARLY COLLEGE AGE, MOSTLY USERS. THEY'VE BEEN JUST UP AND DISAPPEARING.

HAVE YOU REPORTED THIS TO THE --

RIGHT... NEVER MIND.

HAVE THERE BEEN ANY BODIES FOUND?

NO, THAT'S THE THING, IT'S LIKE THEY LITERALLY JUST DISAPPEARED. AND A LOT OF 'EM WERE, LIKE, JUST STARTING TO GET THEIR LIVES TOGETHER, Y'KNOW?

I'LL BE HONEST WITH YOU, JENNY, I DON'T KNOW WHAT I CAN DO ABOUT THIS... IT ISN'T EXACTLY MY AREA.

ANYTHING WOULD BE GOOD, MR. PARKER.

ANYTHING.

ALL RIGHT... I'LL MAKE SOME CALLS, CHECK WITH SOME FRIENDS, SEE WHAT I CAN DO.

THANKS. BECAUSE MR. PARKER...?

JOHNNY'LL BE BACK SOON. I DON'T... I JUST DON'T WANT ANYTHING ELSE TO HAPPEN TO HIM, Y'KNOW?

YEAH. I KNOW.

I'LL CHECK BACK LATER IF I HEAR ANYTHING.

HE'S *CUTE*... YOU DIDN'T SAY HE WAS *CUTE*...

HE'S MY *TEACHER*, SUSIE, JEEZ...

OKAY, OKAY, BUT HE'S STILL CUTE...

"...IN, Y'KNOW, A DORKY SORT OF WAY."

Y'KNOW...THERE ARE NIGHTS I JUST FEEL STUPID.

I MAKE THREE PHONE CALLS TO THE POLICE, AND I GET NOTHING, NADA. TWO CALLS TO SOCIAL WORKERS. MORE NADA.

OR WOULD THAT BE LESS NADA?

A WHOLE LOTTANADA? NADALOT?

NUTS.

HEY, LOIS, C'MON OUT ON THE FIRE ESCAPE, IT'S COOLER OUT HERE, I GOT POPCORN.

BUTTERED OR PLAIN?

BUTTERED.

REAL BUTTER OR THAT FAKE STUFF?

REAL BUTTER.

WHO'RE YOU TALKING TO? AND HEY, WHAT'S THE IDEA OF EATING ALL THE POPCORN?

I LOVE LIVING IN THE CITY.

OTHER THAN THAT, WHAT DO I HAVE TO WORK WITH? NOTHING. ALL I CAN DO IS WAIT FOR SOMETHING TO HAPPEN AND REACT.

I NEED RESOURCES LIKE...A SPIDER-CAVE. WITH COMPUTERS. AND MAYBE A SMART SIDEKICK. KID PUPA. ARACHNO-BOY. WEBBIE. SOMETHING OR OTHER.

I NEED...

I NEED SOMETHING TO WASH THIS DOWN WITH.

...CHHHKK... CHHHKKKK...

UH-OH...

SOMETHING'S WRONG.

REALLY WRONG.

FELT IT FROM SOMEWHERE AROUND HERE. WHERE THE --

HELP!

OH, JEEZ...

HELP MEEEEEEEEEEE...

LET HIM GO!

HEY. HOW'S IT GOING?

OOOF!

FIGURED I'D RUN INTO YOU ONE OF THESE DAYS. THEY SAID I SHOULD BE ON THE LOOKOUT FOR YOU.

WHAT DID YOU DO TO HIM?

GONE.

SORTA.

IT'S A LONG STORY.

DAMN IT --

SORRY. YOU CAN'T CONNECT WITH WHAT ISN'T SOLID. AND I'M NOT SOLID UNLESS I WANT TO BE.

LIKE NOW.

UHNFF!

KIND OF A SLOW LEARNER, AREN'T YOU?

WHAT'RE YOU DOING TO THESE GUYS?

TAKING 'EM SOMEPLACE... ELSE. KIND OF A TIT-FOR-TAT THING. NOT THAT YOU'D UNDERSTAND --

WHY? WHY DO IT?

WHY? SAME REASON I'M STANDING HERE HAVING A LITTLE CHIN-WAG WITH A MORON LIKE YOU.

FOR THE KICKS, MAN. IT'S JUST FOR THE KICKS.

YEAH, WELL, KICK THIS!

SEE? LIKE I SAID --

-- I TRY TO CUT YOU A LITTLE SLACK, NOT ASSUME YOU'RE THE IDIOT WE HEARD ABOUT BACK IN THE STIR --

-- BUT IT'S ALL TRUE. GREAT COSTUME. GREAT GIG. BRAIN OF A TROUT.

SO LET'S CRACK OPEN THAT SKULL AND HAVE A LOOK, EH?

AAARGHH!

YOU FIRST.

I HIT HIM HARD AND FAST, TRYING TO KEEP HIM OFF BALANCE SO HE CAN'T TURN TO SMOKE AGAIN ON ME.

IT EVEN WORKS.

FOR A MINUTE.

CUTE MOVE. WHERE'D YOU LEARN THAT ONE?

YOU WATCH CAPTAIN AMERICA IN ACTION LONG ENOUGH, YOU PICK UP A FEW THINGS.

YEAH, WELL, I GOTTA GO.

IF YOU'RE SMART, YOU'LL STAY OUTTA THIS PART OF TOWN.

GO FIGHT SOMEBODY IN A CHEAP COSTUME AND STAY OUTTA THE NEIGHBORHOOD. THIS AIN'T YOUR KIND OF PLACE...

HEY!

NUTS.

I SPEND THE NEXT TWENTY MINUTES CHECKING OUT EVERY INCH OF THE ALLEY. NO SIGN OF ANY DEVICES, NO INSTRUMENTATION, NO NOTHING. WHATEVER HE DID, HE DID IT ON HIS OWN.

BUT AT LEAST I KNOW MORE NOW THAN I DID AN HOUR AGO.

I KNOW SOMEBODY'S TAKING PEOPLE INTO WHAT LOOKS LIKE ANOTHER KIND OF SPACE. I KNOW THAT THERE'S SOME KIND OF QUID PRO QUO GOING ON HERE, AND THAT HE WAS IN STIR.

BETWEEN THAT AND THE BLACK STAR TATTOO, AT LEAST I'VE GOT SOMEWHERE TO START.

WHAT I DON'T HAVE IS WHAT HIS CONNECTION IS TO THE NEIGHBORHOOD, AND WHY MAINLY GO AFTER GUYS WHO'RE USERS?

ONE THING AT A TIME, PETER. ONE THING AT A TIME.

THIS IS *SO* EMBARRASSING.

HAVING TO PUT ON MAKEUP SO AUNT MAY WON'T FLIP OUT AT THE BRUISES. BUT IT'S NECESSARY. SHE'S STILL ADJUSTING TO THE TRUTH, AND I'D LIKE TO EASE HER INTO IT WITH A MINIMUM OF TRAUMA.

HOW MANY SUPER HEROES HAVE TO WORRY ABOUT MATCHING THEIR SKIN TONE TO THE RIGHT FOUNDATION?

WELL, OKAY, THERE'S ALWAYS SHE-HULK.

GOOD THING I GOT TO SEE MJ PUTTING HERSELF THROUGH HER PACES EVERY MORNING. LOOKING FLAWLESS DOESN'T COME EASY.

DNY

NOT THAT SHE EVER NEEDED ANYTHING TO LOOK FLAWLESS TO ME.

DNY

BRIIING

COMING...

HEY, AND HOW'S THE PRETTIEST LADY THIS SIDE OF THE MONA LISA DOING TODAY?

FINE, PETER. YOU'RE LOOKING WELL.

A LITTLE TOO MUCH FOUNDATION, BUT OTHERWISE VERY WELL INDEED.

UHM...THANKS. SO, WHERE DO YOU WANT TO GO TO DINNER TONIGHT? WE --

FDNY

ANYWHERE, PETER. BUT BEFORE THAT --

I ALWAYS HATE IT WHEN THERE'S A BEFORE THAT.

MARY JANE CALLED TODAY.

OH.

I WAS VERY UNCOMFORTABLE DURING OUR TALK, BECAUSE I DIDN'T KNOW HOW MUCH TO SAY. AND I WAS THINKING, AND I CALLED HER BACK.

DID YOU KNOW SHE'S COMING OUT HERE FOR A SHOOT NEXT WEEK?

NO. NO, I...I DIDN'T.

SHE SAID... SHE SAID SHE'D LIKE TO SEE YOU. IF YOU WANTED TO SEE HER.

YEAH. YEAH, AUNT MAY...I THINK I WOULD AT THAT.

to be continued

MARVEL COMICS

the AMAZING SPIDER-MAN®

MARVEL

41

STRACZYNSKI
ROMITA JR
HANNA

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LOOKING BACK

J. MICHAEL STRACZYNSKI writer
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SCOTT HANNA inks
DAN KEMP colors
RS & COMICRAFT's WES ABBOTT letters
JOHN MIESEGAES assistant editor
AXEL ALONSO editor
JOE QUESADA editor in chief
BILL JEMAS president

THERE SEEMS TO BE SOME UNWRITTEN LAW THAT IF THERE ARE FIVE WAYS YOU CAN DO SOMETHING, THE WAY YOU LEAST WANT TO GO IS ALWAYS THE WAY YOU END UP GOING.

THE UNIVERSE HAS A MEAN SENSE OF HUMOR.

BUT AT LEAST WE GET TO MAKE OUR OWN HOURS.

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NOT THAT I HAD MUCH TO GO ON IN THE FIRST PLACE ABOUT THE GUY WHO'S BEEN GRABBING DOWN-AND-OUTERS IN THE FIRST PLACE: BLACK STAR TATTOO, PROBABLY EX-CON, CALLS HIMSELF THE SHADE AND DOES A DISAPPEARING ACT THAT COULD SHAME DAVID COPPERFIELD --

-- WHO I'VE ALWAYS FOUND A LITTLE CREEPY ANYWAY, PROBABLY SOMETHING ABOUT HIS HAIR, LOOKS LIKE HE'S GOT A DEMON LIVING ON TOP OF HIS HEAD --

-- BUT I COULDN'T FIND ANYTHING USEFUL ON ANY OF MY WEB SEARCHES.

HEH...SPIDER-MAN...WEB SEARCHES... THAT'S FUNNY. I SHOULD'VE TRADEMARKED THAT ONE. COULD'VE MADE A MINT.

WEB-CHATS, WEB-ZINES, WEB-BROWSERS, WEB-LINKS...

WITH ALL THAT WEBBING GOING ON, YOU'D THINK I'D BE BETTER LINKED.

HEY, MAYBE BILL GATES NEEDS A WEB MASCOT...

NAH...THEN I'D HAVE TO KEEP CHANGING MY NAME...SPIDEY98... SPIDEYME...SPIDEYXP... SPIDEYWHATDO YOUMEAN-IGOTTAUPGRADE*AGAIN*?

WHEN OBI-WAN TALKED ABOUT THE DARK SIDE OF THE FORCE, WHO KNEW HE WAS REFERRING TO WINDOWS...?

AND NOW I GET TO PLAY STUPID LIKE I DON'T KNOW IT'S JENNIFER SINCE SHE'S ONLY MET PETER, NOT ME.

HI, *UHM*, I'M LOOKING FOR JENNIFER.

YEAH, THAT'S ME.

GREAT, LISTEN, I --

SO WHO ARE ***YOU?***

WHAT DO YOU ***MEAN,*** WHO AM I?

I TOLD YOU WHO ***I*** WAS, SHOULDN'T ***YOU?***

YOU LIVE IN NEW YORK?

YEP.

YOU WATCH THE NEWS?

WHEN I'M NEAR A TV... YEP.

YOU EVER DO A WEB SEARCH?

YEAH, BUT WHAT'S THAT GOT TO DO WITH --

SO WHAT DO YOU MEAN YOU DON'T KNOW WHO I AM? I SAVED YOUR BROTHER'S LIFE!

OH, I ***KNOW*** WHO YOU ***ARE...*** I JUST WANNA HEAR YOU SAY IT...Y'KNOW, DO THAT WHOLE SUPER HERO ***I AM SPIDER-MAN*** THING...

C'MON, I LIVE IN AN ABANDONED BASEMENT, I GOTTA GET SOME FUN IN ***SOME***WHERE...

I'M SPIDER-MAN.

HE SAID IT, HE SAID IT, HEE-HEE!

OKAY, WHAT DO YOU WANT TO KNOW?

AND...THANK YOU, REALLY, FOR SAVING JOHNNY. IF I'D LOST HIM --

IT'S OKAY. ALL PART OF THE SERVICE.

I KNOW YOUR BROTHER'S BEEN POPPED BEFORE ON DRUG CHARGES...DOES HE HAVE A REGULAR YOUTH OFFICER ASSIGNED TO HIM?

YES --

DOES THE SAME OFFICER HANDLE OTHER CASES HERE IN THE NEIGHBORHOOD?

I THINK SO...WHY?

I NEED A NAME.

"LIEUTENANT WILLIAM LAMONT, 14TH PRECINCT."

"THANKS.

"I JUST HOPE I CAN GET TO THE BOTTOM OF THIS BEFORE ANYBODY ELSE IS TARGETED."

SO I GOT A GOOD ONE FOR YOU TODAY, LIEUTENANT.

GO AHEAD. HIT ME.

A RABBI, A NUN, AND A DUCK WALK INTO A BAR.

AND THE BARTENDER SAYS, "WHAT IS THIS, A JOKE?"

GET IT? WHAT IS THIS, A JOKE? 'CAUSE IT'S, Y'KNOW, LIKE EVERY JOKE SETUP IN THE WORLD, RIGHT?

G'NIGHT, PHIL...

HEY, ANYTIME, I'LL BE HERE 'TIL THURSDAY, TWO SHOWS A NIGHT...

YOU LIKE IT? I COULD LOAN IT TO YOU IF YOU WANT.

YEAH? THAT'D BE GREAT, THANKS, WE COULD PUT IT ON THE ROOF AND USE IT WHENEVER WE WANT YOU TO COME OVER SO WE CAN KICK THE CRAP OUTTA YOU.

YEAH, RIGHT, YOU AND WHAT THUNDER GOD...

SO... I'M SUPPOSED TO BE IMPRESSED?

THERE'S MORE THAN ONE?

SIGH... DOESN'T ANYONE READ THE PAPER ANYMORE?

JUST THE BUGLE.

RRASZM FRASZM

WHAT WAS THAT?

NOTHING, I JUST BURPED. LISTEN, I --

WHATEVER IT IS, I DON'T HAVE TIME FOR THIS. I GOTTA BE AT A --

A BUNCH OF STREET KIDS HAVE GONE MISSING, MOSTLY USERS. NOBODY ELSE SEEMS TO CARE. I'M BETTING YOU DO.

YEAH? WHY?

BECAUSE OF THE WAY THE MOONLIGHT DANCES IN YOUR EYES, YOU BIG STUDLY GUY.

AND THE SISTER OF ONE OF YOUR REGULARS SAID YOU WERE A STAND-UP GUY. YOU GONNA MAKE A LIAR OUT OF HER?

GET IN THE FREAKIN' CAR BEFORE SOMEBODY SEES YOU AND WHIPS OUT A CAN OF RAID.

THANKS. AND I MEANT THAT PART ABOUT THE MOONLIGHT --

SHUDDUP.

SO WHAT DO YOU NEED?

INFORMATION ON A GUY. PROBABLY AN EX-CON, HAS A BLACK STAR TATTOO ON THE BASE OF HIS NECK, HE CAN APPEAR AND DISAPPEAR AND HE CALLS HIMSELF THE SHADE BUT HE PROBABLY DIDN'T PICK THAT UP UNTIL HE GOT OUT OF THE STIR, SO --

SO THE ONLY THING YOU'VE ACTUALLY GOT IS HE'S AN EX-CON WITH A TAT.

RIGHT.

SO... WHAT KIND OF MILEAGE YOU GET WITH THIS THING?

LOUSY.

YOU KNOW HOW MANY EX-CONS HAVE TATTOOS?

ALL OF 'EM?

JUST ABOUT.

ALL RIGHT... I'LL MAKE A FEW CALLS, CHECK THE TAT FILES WE GOT ON THE COMPUTER, SHAKE A FEW TREES, SEE WHAT FALLS OUT. BUT I'M NOT MAKING ANY PROMISES, OKAY?

SUITS ME RIGHT DOWN TO THE GROUND. I'LL CHECK BACK TOMORROW.

HOW WILL I --

YOU WON'T. I'LL FIND YOU.

COSTUMES...

FREAKIN' COSTUMES...

"SO DID YOU HAVE A GOOD NIGHT, PETER?"

FINE... FINE. QUIET. CHASED DOWN A FEW LEADS ON SOMETHING I'M INVESTIGATING, TALKED TO A POLICE LIEUTENANT FOR A WHILE... NOTHING ESPECIALLY AMAZING OR SPECTACULAR --

NOTHING I'LL SEE ON THE EVENING NEWS?

NO... LIKE I SAID, IT WAS PRETTY QUIET.

THAT'S GOOD. WELL, THERE'S A NICE ROAST SITTING IN THE OVEN. GO ON IN AND I'LL BE RIGHT THERE.

YOU GOT IT.

AUNT MAY?

YES, PETER?

WHAT'RE YOU DOING?

ADDRESSING LETTERS.

YEAH, I CAN SEE THAT, BUT --

I'M WRITING TO EVERY NEWSPAPER AND MAGAZINE IN NEW YORK SUGGESTING THAT PEOPLE MIGHT LIKE TO SEE A ***POSITIVE*** STORY ABOUT SPIDER-MAN ONCE IN A WHILE.

UHM... AUNT MAY --

I SENT THEM E-MAILS TOO, BUT I DON'T THINK ANYBODY REALLY PAYS ATTENTION TO E-MAILS, SO I THOUGHT I'D USE... OH, WHAT DID GORDON CALL IT?

GORDON?

THE NICE COMPUTER BOY WITH THE RED HAIR THAT WORKS AT THE LIBRARY...

SNAIL MAIL. THAT WAS IT. SNAIL MAIL. WHAT AN ODD PHRASE...

ERM... YOU MAY NOT WANT TO DROP ALL THOSE IN THE MAIL AT ONCE, IT MIGHT DRAW ATTENTION TO --

I WAS PLANNING TO SEND THEM IN FIVE BATCHES, ONE PER DAY, EACH FROM A DIFFERENT MAILBOX. EACH WITH A DIFFERENT NAME.

GOOD. THAT'S GOOD, I --

I JUST CAN'T HAVE PEOPLE THINKING MY NEPHEW IS A BAD PERSON, PETER. I CAN'T HAVE IT.

I THOUGHT YOU SAID YOU WERE OKAY WITH THIS.

I AM. I JUST...

I JUST NEED TO KEEP MOVING, PETER. THAT'S ALL.

YOUR UNCLE BEN USED TO CALL IT WATER SKIING... YOU KEEP MOVING AS FAST AS YOU CAN BECAUSE YOU KNOW WHAT YOU'RE STANDING ON WON'T SUPPORT YOU IF YOU SLOW DOWN.

WHAT I'M STANDING ON RIGHT NOW WON'T SUPPORT ME IF I SLOW DOWN AND START THINKING ABOUT THIS TOO MUCH. SO I HAVE TO KEEP MOVING.

YOU CAN UNDERSTAND THAT, CAN'T YOU, PETER?

YEAH... YEAH, I CAN.

I LOVE YOU. YOU KNOW THAT, DON'T YOU?

I DO. AND I LOVE YOU TOO. I WOULDN'T BE DOING THIS IF I DIDN'T.

NOW BE A DEAR AND TURN OFF THE OVEN BEFORE THE POT ROAST DRIES OUT.

RIGHT.

AND YOU MIGHT CONSIDER TOSSING THAT COSTUME --

-- UNIFORM --

-- INTO THE WASH SOMETIME. I'M SURE THOSE SUPER-VILLAIN-WHATEVERS DON'T NOTICE, BUT WHENEVER YOU COME BACK THERE'S A CERTAIN MUSTINESS --

IT'S THE ***MUSK*** OF ***RIGHTEOUSNESS*** WHICH OVERPOWERS THE ***STENCH*** OF ***EEEEEVIL*** --

PETER --

IT'S JUST... WE'RE HAVING THE SUPER HERO EQUIVALENT OF THE *"ALWAYS WEAR CLEAN UNDERWEAR IN CASE YOU'RE IN AN ACCIDENT"* DISCUSSION.

IT NEVER HURTS TO MAKE A GOOD IMPRESSION.

WHO KNOWS, SOMEDAY SOMEONE MIGHT WANT TO MAKE A ***MOVIE*** ABOUT YOU.

YEAH, RIGHT, LIKE THAT'S GONNA HAPPEN.

ALL RIGHT, ALL RIGHT...

IT'S JUST I CAN NEVER REMEMBER IF IT'S WARM-WARM, WARM-COLD OR COLD-COLD, WHAT GETS BLEACH AND WHAT DOESN'T, TOO MUCH AND SUDDENLY I'M THE BEIGE SPIDER...

OH, AND PETER...?

YEAH?

MARY JANE CALLED TO CONFIRM THAT SHE'S FLYING IN ON TUESDAY. SHE'LL ONLY BE HERE FOR ONE NIGHT, SO SHE THOUGHT IT MIGHT BE BEST FOR YOU TO MEET HER AT THE AIRPORT, THAT WAY YOU CAN TALK ON THE WAY INTO TOWN.

SHALL I TELL HER YOU'LL BE THERE?

YEAH... YOU CAN TELL HER I'LL BE THERE WITH BELLS ON.

I'M SURE THAT WILL GO OVER NICELY WITH THOSE AIRPORT SECURITY SCANNERS.

NOW WHAT WAS THE NAME OF THAT NICE EDITOR AT TRAVEL AND LEISURE? ORWOLL? NARWHALE? OH DEAR...

"I THINK I GOT A NAME FOR YOU."

COMPUTER SEARCH TURNED UP A FILE ON A PRISON INMATE AT LATTERBY WHO HAD A BLACK STAR TATTOO ON HIS CHEST, SAME AS THE ONE YOU DESCRIBE.

HE WAS POPPED SIX YEARS AGO FOR MURDER. KILLED THE OWNER OF A BOOKSHOP IN LONG ISLAND. VERY WEIRD CASE ALL AROUND.

BUT IF THIS GUY'S STILL INCARCERATED, HE CAN'T BE THE --

WAIT A MINUTE. LATTERBY'S A MENTAL INSTITUTION.

THANKS FOR COMING TO THE PARTY. THEY'VE HAD HIM IN A RUBBER ROOM FOR NEARLY A YEAR NOW. WHICH IS GOOD FOR YOU 'CAUSE THERE'S NO WAY I COULD GET YOU INSIDE A PRISON.

WELL, SHORT OF A CONVICTION, ANYWAY. ANYTHING YOU WANNA CONFESS?

CUTE...

I KNOW A GUY ON STAFF WHO CAN GET US IN. NO WAY YOU'RE GETTING IN LOOKING LIKE THAT, THOUGH, SO I BROUGHT YOU A DISGUISE.

TRENCH COAT. SNAP-BRIM FEDORA.

"INNOVATIVE. ORIGINAL. BRIGHTEST IDEA OF THE THEATER SEASON." NEW YORK TIMES.

JUST PUT IT ON, I --

...SNIFF... SNIFF- SNIFF...

IS THAT CLOROX?

LOOK --

I'M JUST SAYIN', YOU'RE PUTTING WAY TOO MUCH BLEACH IN YOUR LAUNDRY.

JUST... DRIVE, OKAY?

"IT'S RIGHT THIS WAY, LIEUTENANT."

WHAT I DON'T GET IS HOW THIS GUY COULD BE THE SAME ONE I SAW RUNNING AROUND OUTSIDE.

YOU SAID HE CAN COME AND GO AS HE LIKES, FADE IN AND FADE OUT, JUST LIKE ONE OF THOSE SCREEN-PLAYS --

THAT'S TRUE, SO I FOLLOW THE GETTING OUT OF HERE PART --

-- IT'S THE *"WHY WOULD ANYBODY COME BACK"* PART THAT'S GOT ME PUZZLED.

...SNIFF! HEY! HEY ***YOU!*** YOU SMELL ALL PRETTY. SMELL ***NICE.*** WANNA COME BE MY GIRLY GIRL, LITTLE PRETTY?

HAH!

...SOMEDAY THEY'LL MAKE A MOVIE...SOMEDAY THEY'LL MAKE A MOVIE... SOMEDAY THEY'LL MAKE A MOVIE...

HERE HE IS.

RICHARD? MR. CRANSTON? YOU HAVE GUESTS.

HE DOESN'T TALK MUCH THESE DAYS, I'M AFRAID.

IS THIS THE GUY?

NO. NOT EVEN CLOSE.

THEN WE'RE RIGHT BACK WHERE WE --

EXCEPT THAT'S THE EXACT SAME TATTOO.

OH, THAT'S NOT A TATTOO.

IT'S A BURN. VERY UNUSUAL. NEVER QUITE SEEMS TO HEAL. I DON'T KNOW THE SIGNIFICANCE OF IT, ONLY THAT HE GOT IT WHILE STILL IN PRISON, SHORTLY BEFORE HE WAS COMMITTED.

HUH... THAT *IS* INTERESTING.

THAT MEAN SOMETHING TO YOU?

NOPE. IT'S JUST INTERESTING. CAN I GO INSIDE, SPEAK TO HIM?

SURE, I SUPPOSE, BUT I DON'T KNOW WHAT GOOD IT'LL DO YOU --

-- LIKE I SAID HE HASN'T DONE *ANY*THING SINCE HE GOT HERE.

UH-OH...

WHAT?

HE'S A CONGRESSMAN.

Y'KNOW, THIS WOULD PROBABLY BE A GOOD TIME FOR ME TO MENTION THAT I'M ARMED...

EVERYONE'S A CRITIC...

RICHARD? HI, RICHARD, HOW ARE YOU? I'M DETECTIVE JOE FRIDAY, AND THIS IS --

--MY FRIEND. WE WERE JUST IN THE NEIGHBORHOOD AND WE COULDN'T HELP BUT NOTICE THAT ALTOGETHER TERRIFIC LITTLE MARK YOU'VE GOT THERE. *VERY* STYLISH.

DON'T DO IT...

ALSO VERY UNUSUAL. I'VE ONLY SEEN ONE OTHER LIKE IT... ON THIS GUY I KNOW, CALLS HIMSELF THE SHADE.

NOW, I SAY WHATEVER A GUY DOES IN THE PRIVACY OF HIS OWN CELL IS HIS OWN BUSINESS.

BUT I ALSO KNOW THAT SOMETIMES GUYS WITH THE SAME MARKINGS HAVE SOMETHING IN COMMON, LIKE THEY BELONG TO THE SAME GANG, SO IT MAKES SENSE THAT THIS GUY MIGHT --

HE TOOK IT! HE TOOK IT BUT HE CAN'T HAVE IT, HE CAN'T CONTROL IT, IT'S MINE! BUT I SHOWED HIM! I SHOWED HIM GOOD!

OKAY, BACK IN YOUR --

NO, IT'S OKAY, HE CAN'T HURT ME, LET HIM GO --

HE RUINED EVERYTHING!

WHO DID, RICHARD? WHO RUINED EVERY-THING?

DON'T YOU UNDERSTAND, HE WAS WATCHING ME THE WHOLE TIME!

SOCCORRA'S OCCULT BOOKS

"THE BOOK WAS THE LAST THING I NEEDED, THE FINAL KEY TO THE PUZZLE...

"I DIDN'T WANT TO SHOOT HIM, BUT I HAD NO CHOICE, I HAD TO GET THE BOOK!"

THEY GRABBED ME, BUT NOT BEFORE I READ WHAT I HAD TO... WHAT I NEEDED TO...TO GET THE POWER.

"THERE WERE SOME WORDS MISSING, WORN OUT, BUT I HAD FRIENDS... FRIENDS ON THE OUTSIDE WHO COULD FIGURE 'EM OUT --

"-- SO THEY SNUCK 'EM INTO LETTERS, CODED IN SENTENCES, SO I COULD FINISH THE SPELL.

"WHILE EVERYBODY ELSE WAS SECRETLY MAKING SHANKS IN THE METAL SHOP --

"-- I WAS MAKING THE ICON I NEEDED TO PERFORM THE RITUAL."

WHAT KIND OF RITUAL? WHAT WAS IT SUPPOSED TO DO?

GIVE ME THE POWER I NEEDED TO ESCAPE, TO GO ANY-WHERE I WANTED, TAKE WHATEVER I WANTED, THROUGH THE PLACE IN-BETWEEN.

THE PLACE IN-BETWEEN...?

THE ASTRAL PLANE...

"I SPOKE THE SPELL. REACHED THE POINT OF NO RETURN. THEN --

"THEN --"

UHHNN!

THANKS FOR DOING THE HOMEWORK, BUDDY.

JUST WHAT I NEED TO FINISH THE JOB AND GET MYSELF OUTTA HERE.

"HE STEPPED INTO THE PENTAGRAM... THE FORCES THAT OPEN THE ASTRAL PLANE BEGAN TO OPEN, TO TAKE HIM --

"BUT I WASN'T GOING TO LET HIM GET AWAY WITH IT... IT WAS MINE... MINE!

"MINE!"

"THE DOOR OPENED... BUT THE WAY WAS IMPERFECT... *HE* WAS IMPERFECT..."

AAAAH!

HELP ME! HELP MEEEEEEEE!

"AND AS IT CLOSED, I SAW... I SAW..."

"SAW WHAT, RICHARD? WHAT DID YOU SEE?"

TOO MUCH... THE OTHER SIDE... WITH EYES THAT WERE NOT MEANT TO SEE THEM...

I SAW TOO MUCH... I SAW TOO MUCH.

...TOO MUCH...

C'MON, THERE HAS TO BE MORE TO --

LAMONT...

IT'S OKAY. LEAVE HIM ALONE. I GOT WHAT I NEEDED. HE'S SUFFERED ENOUGH.

C'MON...

I DON'T WANT TO SEE ANYMORE... I DON'T WANT TO SEE ANYMORE... I DON'T WANT TO *BE* ANY-MORE...

OKAY, I'LL DO SOME DIGGING, SEE WHAT I CAN TURN UP. SOUNDS TO ME LIKE THIS JAKE GUY MAY HAVE BEEN HIS CELL-MATE. IF THAT'S TRUE, AND HE DISAPPEARED, THERE SHOULD BE SOME RECORD OF IT.

I'D APPRECIATE IT. THANKS.

NOT A PROB. BUT TO TELL YOU THE TRUTH, I'VE NEVER MUCH BOUGHT INTO THS WHOLE SUPERNATURAL THING.

SO WHERE IT LEADS, WHAT IT REALLY MEANS, I DUNNO... I MEAN, THE GUY *IS* NUTS.

YEAH. BUT HE WAS ALSO SCARED. HE WAS SCARED A *LOT*. MY GUT SAYS IT MEANS SOMETHING.

I HOPE YOU'RE RIGHT.

I DON'T TELL HIM, BUT I HOPE THE SAME THING. IT'S THE ONLY LEAD WE'VE GOT, AND I DON'T WANT IT TO COME A-CROPPER.

THERE'S A CONNECTION HERE. I KNOW IT.

BUT I ALSO KNOW WHEN I'M IN OVER MY HEAD. FIGHTING GUYS IN THE HERE-AND-NOW, THAT I KNOW PRETTY GOOD.

MAURD MOVERS 1926

BUT WHEN YOU START TALKING ASTRAL PLANES AND SPELLS AND MAGIC BOOKS, THAT'S A BIT OUTSIDE MY LEAGUE.

SO LIKE AUNT MAY SAYS, WHENEVER YOU'VE GOT AN UNEXPLAINED AILMENT... GO SEE A DOCTOR.

KNOCK KNOCK

HEY, DOC, HOW'S IT GOING?

TO BE CONTINUED!

MARVEL® COMICS

the AMAZING SPIDER-MAN®

MARVEL

42

STRACZYNSKI
ROMITA JR
HANNA

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A STRANGE TURN OF EVENTS

"SO THERE'S THIS GUY, CALLS HIMSELF THE SHADE --

"GRABBING RUNAWAYS AND OTHER STREET TYPES, MANY OF THEM USERS, AND BLIPPING THEM TO THE ASTRAL PLANE --

"WHICH I ONLY KNOW BECAUSE I HEARD IT FROM THE CONVICT WHO WAS ABOUT TO USE THESE POWERS AS A GET OUT OF JAIL FREE CARD WHEN THIS GUY SWOOPED IN AND GRABBED THE POWER --

"ONLY THE PROCESS WAS MESSED UP, AND THE GUY WAS MESSED UP WITH IT --

"--AND THAT'S WHEN I DECIDED TO COME TO YOU."

J. MICHAEL STRACZYNSKI
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...AHEM...

AND *THAT'S* WHEN I DECIDED TO COME TO *YOU.*

I'M MEDITATING ON THE PROBLEM YOU HAVE BROUGHT ME.

OH.

THIS GONNA TAKE LONG? 'CAUSE I COULD HEAD DOWN TO TIMES SQUARE, GET A SLICE OF PIZZA...

...DISCOVER RADIUM...

...WORK OUT THAT WHOLE UNIFIED FIELD THEORY...

...'CAUSE WHILE YOU'RE BUSY... YOU KNOW... MEDITATING, THERE'RE PEOPLE GETTING GRABBED AND I HAVE A WIFE I HAVEN'T SEEN IN A LONG TIME FLYING IN SOON AND I'M PICKING HER UP AT THE AIRPORT AND I DON'T WANT TO BE LATE.

YOU HAVE AN UNQUIET SPIRIT.

YEAH, I GET THAT A LOT.

SO YOU WANT ME TO GET YOU A SLICE WITH PEPPERONI WHILE I'M AT IT, OR ARE WE GONNA FIGURE THIS OUT THIS CENTURY?

ONE DOES NOT ENTER THE ASTRAL PLANE UNPREPARED. IF THE ONE YOU CALL THE SHADE DID NOT PREPARE HIMSELF, AND IF THE SPELL OF ENTRY WAS DISRUPTED, THE GATEWAY TO THE ASTRAL PLANE WOULD HAVE BEEN DAMAGED. THE CONSEQUENCES FOR ANY-ONE PASSING THROUGH A FLAWED GATEWAY WOULD BE DIRE INDEED.

FOR ALL THINGS, THERE MUST BE A BALANCE. IT MAY BE THAT, IN ORDER TO RETURN HERE FOR ANY PERIOD OF TIME, HE MUST BALANCE THE SCALES BY BRINGING SOMEONE FROM HERE INTO THE ASTRAL PLANE, ALLOWING HIM TO FUNCTION IN THIS REALITY FOR A SET PERIOD OF TIME.

THAT'S WHY HE'S GOING AFTER RUNAWAYS, STREET KIDS AND USERS... PICKING PEOPLE NOBODY'S GONNA MISS.

EXACTLY.

OKAY, SO NOW THAT WE KNOW WHAT WE'RE UP AGAINST, WHEN DO WE GO AFTER HIM?

WE DON'T. YOU DO.

WHAT DO YOU MEAN, WE DON'T? I MEAN, YOU'RE LIKE THE *SORCERER'S MONTHLY* FOLD-OUT FOR THE ASTRAL PLANE. YOU LIKE FUZZY ANIMALS AND SAVING WORLDS AND YOUR TURN-OFFS ARE RUDE PEOPLE AND GUYS WITH MOIST, GRABBY TENTACLES --

-- WHICH IS ***MOST*** GUYS, NOW THAT I THINK ABOUT IT --

I'M SORRY.

I HAVE AN APPOINTMENT THAT I CANNOT MISS.

SURE YOU CAN. TELL 'EM YOU'RE BUSY. TELL 'EM YOU WENT OUT WITH AN OLD WAR BUDDY AND WE'RE COMPARING SCARS --

AN APPOINTMENT... WITH DEATH.

OKAY. YOU GOT ME ON THAT ONE. WHAT DO I HAVE TO DO?

THE EYE OF AGAMOTTO WOULD BE SUFFICIENT TO GUIDE YOU INTO THE ASTRAL PLANE AND RETURN YOU SAFELY TO THE WORLD YOU KNOW, BUT I HAVE NEED OF ITS POWERS. SO INSTEAD...

...THE HAND OF THE VISHANTI WILL HAVE TO SUFFICE.

As seen in the Doctor Strange miniseries, "The Other Side of Darkness.

Which, okay, hasn't been written yet, but it will be, and then this will make a lot more sense.

No, really. It will. Would we lie about a thing like that?

DO. NOT. MOVE.

WAITAMINNIT... DON'T I GET TO --

AAAAAGGGG!

OWW...

OH, MAAAANNNN... WHERE THE HELL DID THAT TRUCK COME FROM?

WAS THE PHRASE "DON'T MOVE" REALLY THAT DIFFICULT A CONCEPT?

THE GLOW WILL SOON FADE FROM SIGHT ON THIS SIDE OF REALITY, BUT THEIR POWER REMAINS. WHEN THE PORTAL TO THE ASTRAL PLANE IS OPENED AGAIN, THEY WILL BRING YOUR ASTRAL FORM TO THE PLACE OF MAGICAL POWER. THERE YOU MAY CONFRONT YOUR FOE AND FOLLOW HIM WHEREVER HE MAY GO, EVEN INTO THE DEPTHS OF THE ASTRAL PLANE ITSELF.

COOL...

SO, WHERE DOES THE ASTRAL PLANE LAND, AND IS THERE ALSO AN ASTRAL HELICOPTER?

CERTAIN THINGS SHOULD NOT BE JOKED ABOUT. YOU MUST APPROACH THIS SITUATION WITH CAUTION, REVERENCE, AND GREAT SERIOUSNESS.

HMMM... AND ONE OTHER THING...

DO NOT LEAVE THE PATH, NO MATTER HOW FAMILIAR OR INVITING SOME THINGS MAY APPEAR. THERE ARE THINGS YOU ARE NOT YET READY TO CONFRONT.

SURE THING, DOC. SO WHAT'S THE PROGRAM FROM HERE?

THE WORST THING YOU CAN POSSIBLY IMAGINE.

YOU MUST SIT IN THAT CHAIR. WAIT. AND MEDITATE. FOR AS LONG AS NEEDED.

DOESN'T SOUND THAT BAD...

YOU MUST DO IT... *SILENTLY.*

HA -- COMMA HA -- --COMMA HA.

I MUST GO NOW. DO NOT OPEN THIS DOOR AGAIN UNTIL I RETURN.

IF I RETURN AT ALL.

DOOM

AND TO THINK THE MAN GAVE UP A PROMISING CAREER AS A STAND-UP COMIC FOR THIS...

FLUSSSH

HEY.

UHHMMM...

SO WHAT'S YOUR FREAKIN' PROBLEM?

I SEEN YOU BRINGING GUYS IN HERE, ASKIN' QUESTIONS, AND THAT CREEP SPIDER-MAN... YOU MESSIN' WITH MY CRIB, LITTLE GIRL... AND I DON'T LIKE IT.

LOOK, YOU DON'T WANT TO DO ANYTHING TO ME --

NO?

NO... BECAUSE I GOT FRIENDS, AND... AND IF ANYTHING HAPPENS TO ME, THEY'LL --

THEY'LL WHAT?

EVERYBODY JUST GONNA SAY YOU MOVED ON, 'CAUSE THERE AIN'T GONNA BE NO BODY TO FIND. SEE, THAT WAS OUR DEAL. WE FIND PEOPLE FOR OUR GUY TO TAKE OUT, TAKE BACK INTO THE SHADOWS, GUYS NOBODY'S EVER GONNA MISS... AND IN RETURN, HE'S LIKE, OUR ENFORCER, Y'KNOW? WORKS OUT GREAT FOR EVERYBODY.

SO NOW WE GONNA DO SOME ENFORCING.

EEEE EEEEE!

HEY, WHAT THE --

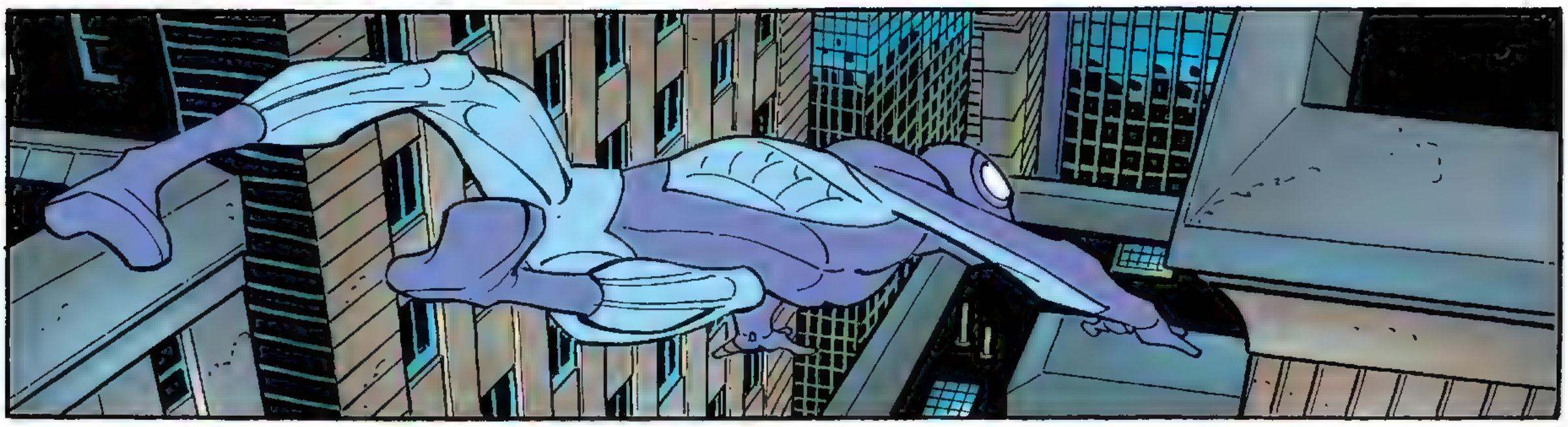
WAITAMINNIT... THIS ISN'T HOW I THOUGHT IT WAS GONNA... I'M LEAVING MY BODY?! WAITAMMINIT... WAITAMINNIT...

WAITAMINNNIIITTTT!

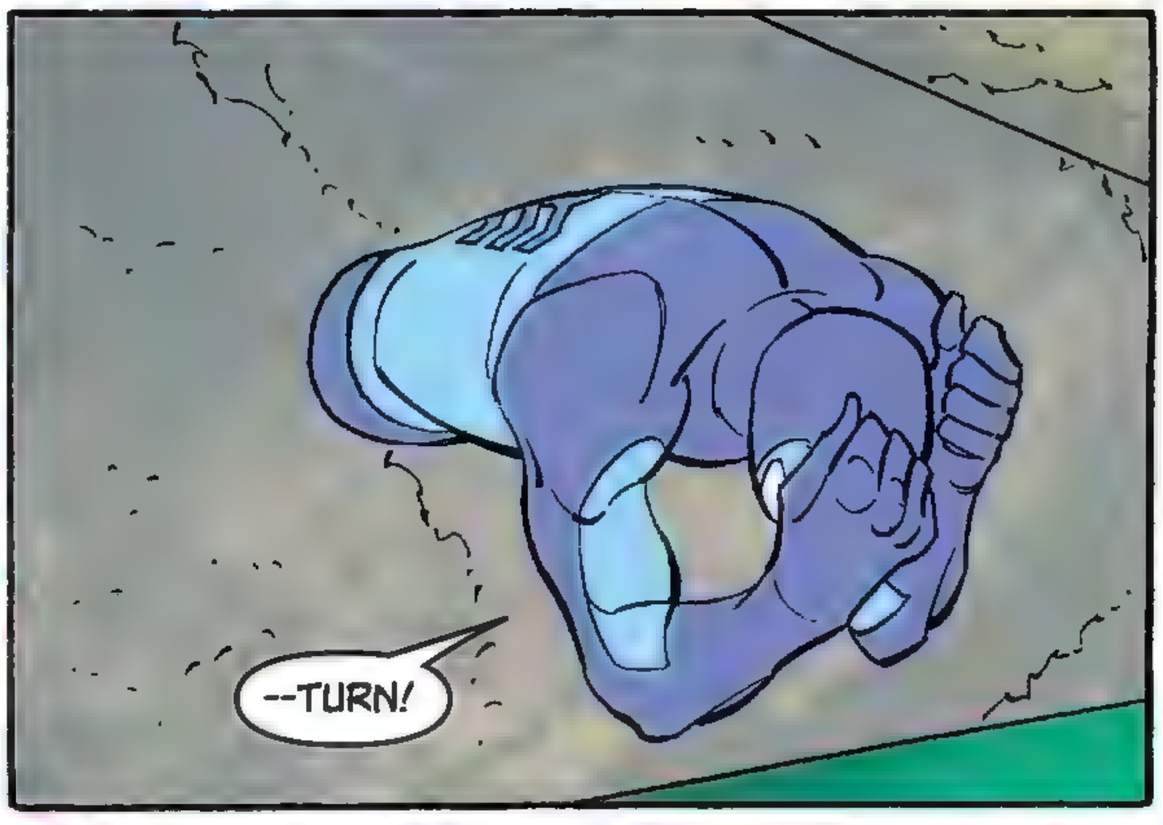
HOLY...!

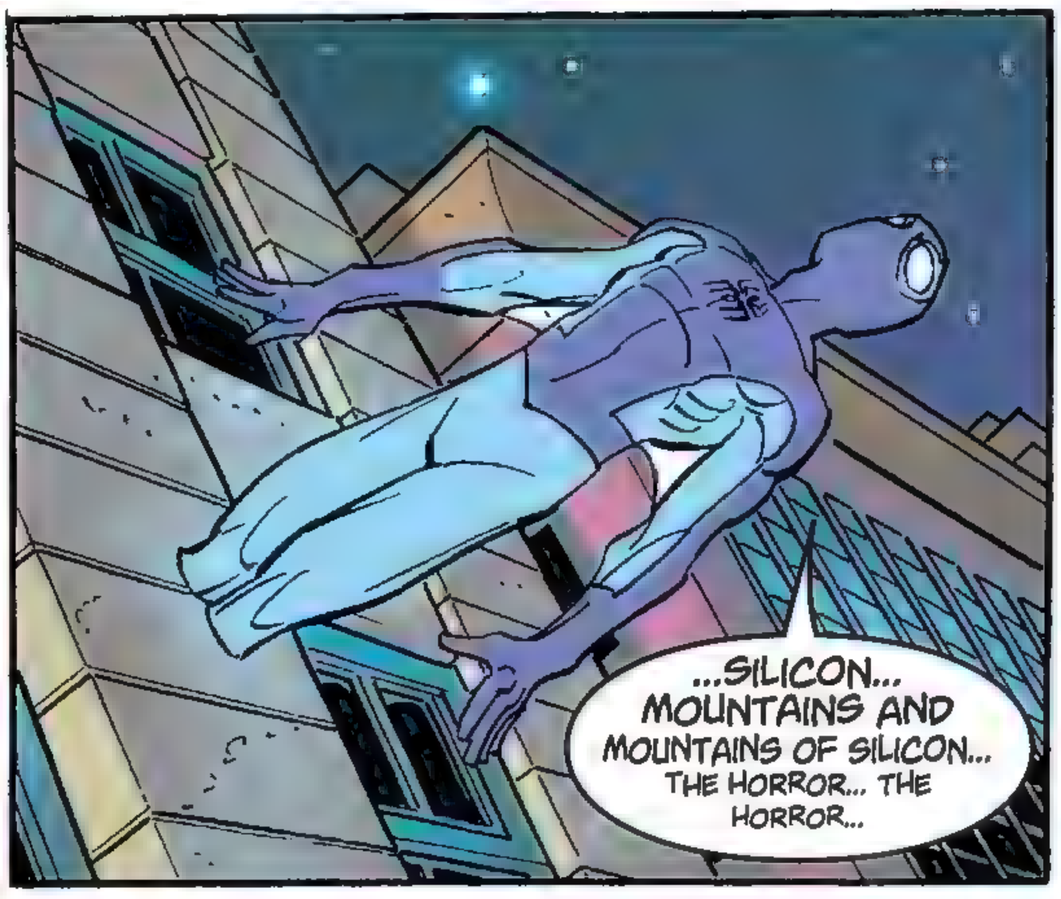
SO...

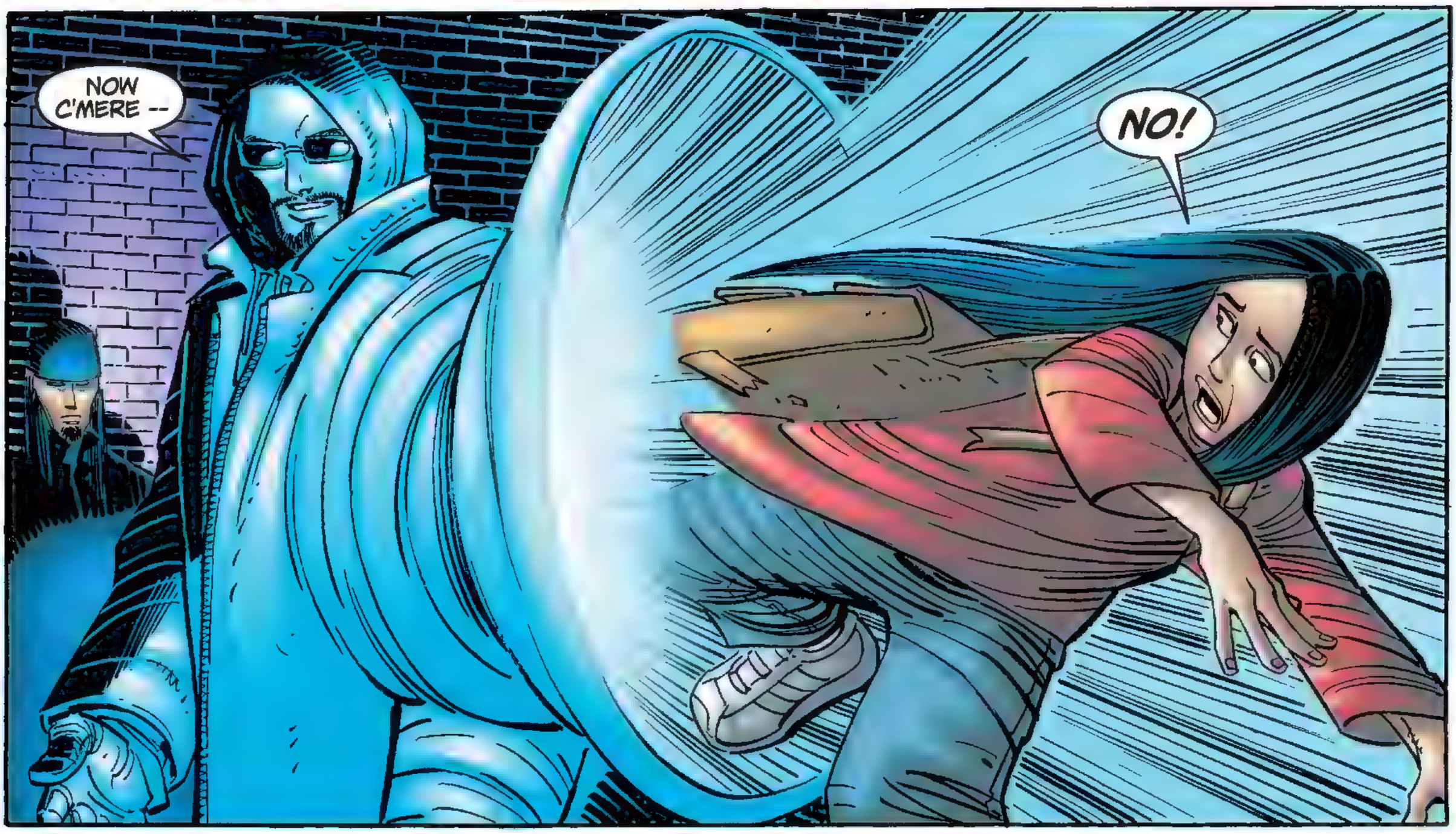
...YOU WANNA GO FOR A RIDE WITH A STRANGER?



UH-OH... HEADING RIGHT FOR THAT WALL... CAN'T TURN... CAN'T --
YWCA


--TURN!


...SILICON... MOUNTAINS AND MOUNTAINS OF SILICON... THE HORROR... THE HORROR...


NOW C'MERE --
NO!

LET --

--ME --

--GO!

JENNY!

...OH... MY --

--STARS AND GARTERS...

LET ME GO!

SURE THING... JUST GONNA SHOVE YOU IN HERE WITH THE REST. SOON AS YOU'RE INSIDE, YOU'RE GONNA BUY ME A WHOLE DAY BEIN' SOLID AGAIN.

NEVER SEEMS TO BE LONG ENOUGH, BUT THEN, TIME DOESN'T WORK THE SAME WAY HERE AS BACK ON THE OTHER SIDE.

NOW WE --

UNGH!

RUN, JENNY! GET CLEAR!

SOUNDS TO ME LIKE YOU'RE STUCK HERE FOR A WHILE.

STUCK HERE.

WITH ME.

SUITS ME JUST FINE.

I HIT THE SHADE WITH EVERYTHING I'VE GOT. BUT WHATEVER FORCES HE'S TAPPED INTO MAKE HIM POWERFUL ON THIS SIDE.

DOESN'T MATTER. I'M ON HIM NOW.

AND ONCE I'M ON SOMEONE, I DON'T LET GO.

EVER.

AND THEN I SEE WHAT MAY BE MY ACE IN THE HOLE.

HURRY! C'MON!

WHAT'S WRONG? I'M NOT HEARING ANY JOKES ALL OF A SUDDEN. MAYBE YOU'RE FINALLY AFRAID OF SOMEBODY FOR A CHANGE?

NO. JUST THINKING. YOU OUGHT TO TRY IT SOMETIME.

IF HE WAS USING THAT THING TO DRAW OFF THEIR ENERGY TO SUSTAIN HIS EXISTENCE...

...THEN I HAVE TO WONDER WHAT KIND OF LOOP IT WOULD CAUSE IF HE GOT SHOVED IN THERE HIMSELF?

SO HERE'S THE DEAL, SUNSHINE...

I'D LOVE TO STICK AROUND AND DO THIS ALL NIGHT, 'CAUSE I DON'T USUALLY HAVE MUCH BETTER TO DO WITH MY TUESDAYS --

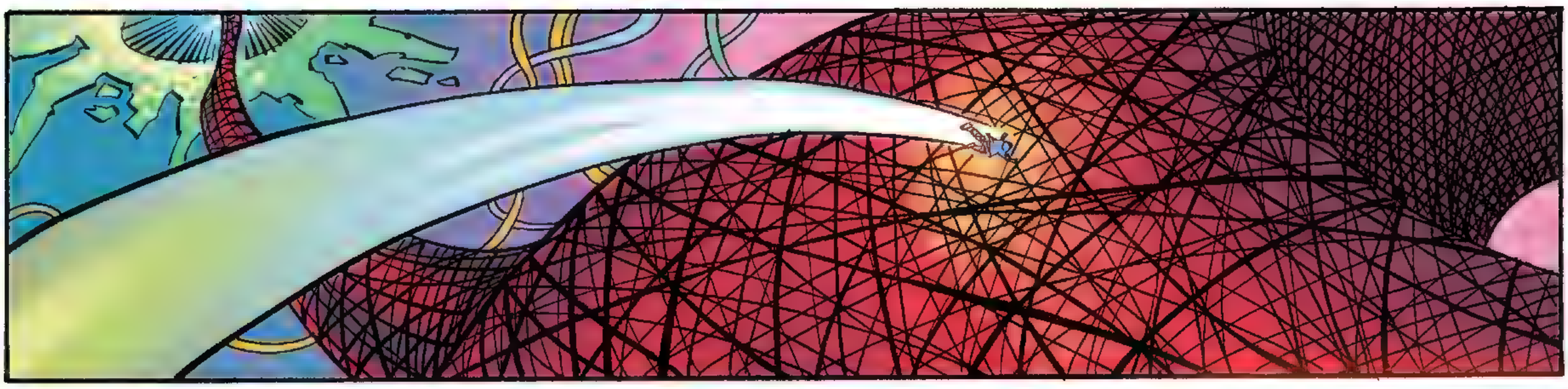
BUT I GOT PLANS TO MEET A SPECIAL LADY AT THE AIRPORT TONIGHT, AND NOBODY'S GETTING IN MY WAY.

ESPECIALLY --

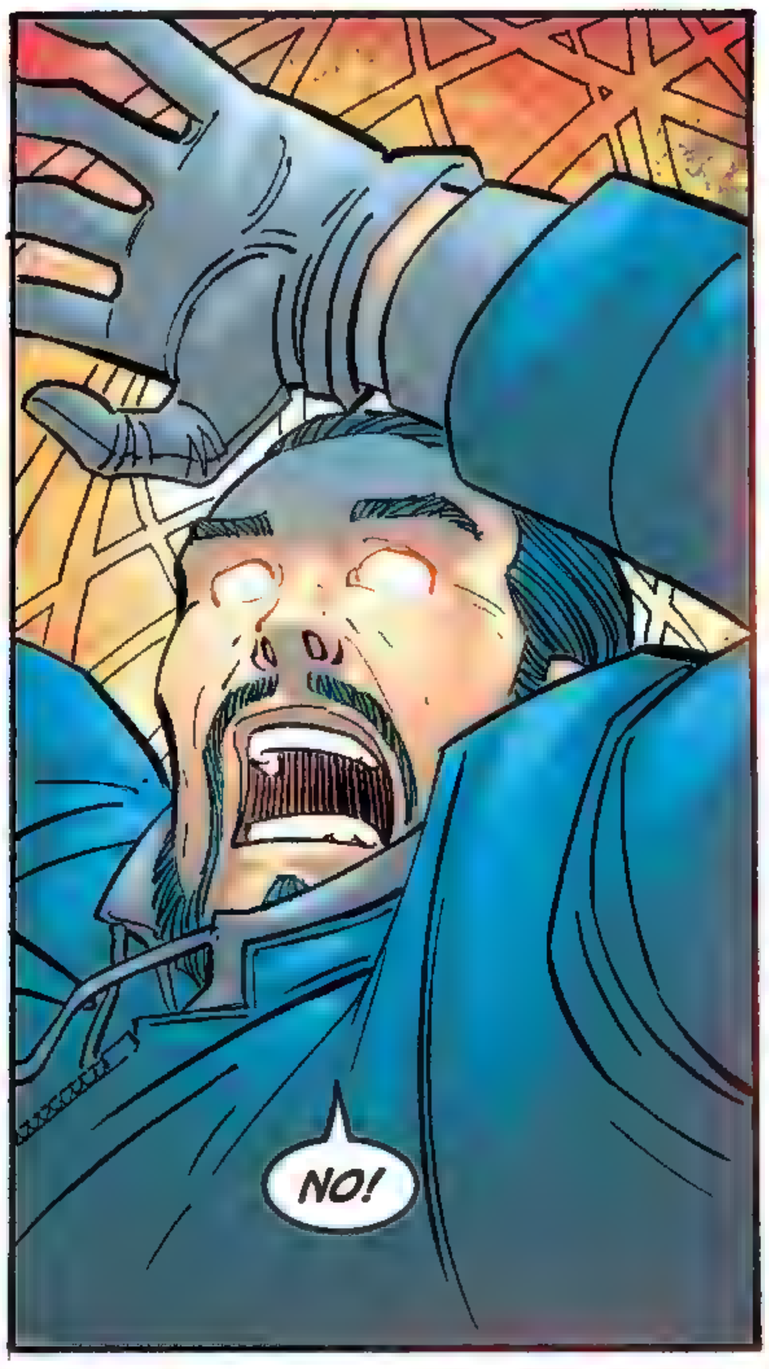
--NOT --

YOU!

UNGH!



...NO...


NO!

AAAAGGGGHHH!!

THE AXIOM

IS EVERYBODY OKAY? IS --

...DUDE...

IS HE DEAD?

HE WENT BOOM.

YEAH, BUT IS HE *DEAD?*

LOOKS LIKE. BUT THAT NEVER SEEMS TO LAST AROUND HERE, DOES IT? HALF THE GUYS I KNOW WERE DEAD AT LEAST ONCE.

DID MOST OF 'EM A WORLD OF GOOD, TOO.

SO HOW DO WE GET OUTTA HERE?

THE DOC SAID THE HAND OF VISHANTI COULD GET ME INTO THE ASTRAL PLANE, SO I'M GONNA HAVE TO GUESS THAT IF I CONCENTRATE, IT CAN GET ME BACK TO --

BINGO.

JUST A GUESS... BUT I THINK THAT'S OUR RIDE.

C'MON! LET'S GO!

YOU COMING, SPIDER-MAN?

YEAH, I... I JUST GOT A WEIRD FEELING.

WAIT HERE.

WHAT WAS IT DOC STRANGE SAID?

"DO NOT LEAVE THE PATH, NO MATTER HOW FAMILIAR OR INVITING SOME THINGS MAY APPEAR."

"THERE ARE THINGS YOU ARE NOT READY TO CONFRONT."

BUT I FEEL SOMETHING DRAWING ME. SOMETHING... FAMILIAR.

DAMNED FAMILIAR...

BUT... WHAT ARE YOU DOING HERE? WHAT *ARE* YOU?

YOU WHO ARE OF US...AND NOT OF US...YOUR TIME IS NOT YET.

YOU SHOULD NOT BE HERE.

LEAVE.

HOLY...LOOKS LIKE SOME KIND OF SPIDER, BUT HUGE...

WHAT YOU ARE. AND WHAT YOU WILL BE.

DEPART THIS PLANE.

NOW.

AGH!

YEEEEOOOOOWWWW!

OW!

LOOK --

-- OUT

NY TIMES

SPIDER-MAN?

SHE CAN'T SEE ME ON THIS SIDE. NO PROBLEM. JUST GO TO THE DOC AND HE'LL PUT ME BACK IN MY BODY --

SPIDER-MAN? WHERE'D YOU GO?

NY TIMES.COM

WAIT...THE SHADE SAID THAT TIME DOESN'T WORK THE SAME WAY ON THE ASTRAL PLANE AS IT DOES HERE... SO THE FIGHT TOOK LONGER HERE THAN...

IT'S WEDNESDAY MORNING!

New York Ti

WEDNESDAY JULY 17, 2002

MARY JANE CAME INTO TOWN LAST NIGHT!

LAST NIGHT!

NO! CAN'T BE...

NO, AUNT MAY... I DID. I WAITED AN HOUR, THEN I HAD TO GO. PETER NEVER SHOWED UP.

YES, I'M SURE THERE WAS A GOOD REASON.

THERE ALWAYS IS.

I CAN'T, MAY... I'D LIKE TO, BUT AS I SAID, IT WAS JUST FOR THE ONE NIGHT, I HAVE TO GET BACK FOR A SHOOT.

MARY JANE, WAIT!

WELL, WHEN YOU SEE HIM, SAY HI FOR ME, AND TELL HIM --

--TELL HIM I GUESS SOME THINGS JUST WEREN'T MEANT TO BE.

I'M HERE... I'M ***RIGHT HERE!***

I LOVE YOU TOO, MAY. BYE.

YOU'VE GOT TO FEEL ME HERE, YOU HAVE TO!

--TO LOS ANGELES NOW BOARDING AT GATE SEVENTEEN.

THERE'S -- THERE'S SO MANY THINGS I WANTED TO TELL YOU... LIKE HOW I PULLED OUT EVERY BIRTHDAY CARD YOU EVER GAVE ME...

...HOW I KEPT YOUR LAST MESSAGE ON MY ANSWERING MACHINE JUST SO I CAN HEAR YOUR VOICE BEFORE GO TO SLEEP AT NIGHT...

I WAS GONNA... I WAS GONNA MAKE YOU LAUGH AND TELL YOU THAT I MISSED YOU AND THAT ANYBODY WHO MISSES SOMEBODY ELSE THAT MUCH, THERE ***HAS*** TO BE A CHANCE, Y'KNOW? THERE JUST ***HAS*** TO --

MJ... WAIT, PLEASE!

I LOVE YOU.

I LOVE YOU.

I LOVE YOU...

END

MARVEL COMICS

the AMAZING SPIDER-MAN®

43

STRACZYNSKI
ROMITA JR
HANNA

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BRRIINNGG

So how are you planning to spend the holiday break, Peter?

I haven't decided yet. Main thing I have to do right now is figure out some way to apologize to my lady.

Funny how much time we all spend doing that.

Hey! You! No running in the hall!

So what'd you do?

Well, it's... you see, we're separated and I was supposed to meet her when she came into town, but --

You stood her up?

"Not exactly... I mean, I was there, I just... she didn't see me, that's all."

MJ? It's me, I'm here, I love you.

Then it's not your fault, is it?

No. Yes. It's... complicated.

Yeah, well, when it comes to relationships, what isn't?

So how about you? Gonna get away for a while?

You kidding? On a teacher's salary? I figure I'll find something to do during the break to earn a few bucks.

STAN LEE presents:

COLD ARMS

"We all gotta make a living, y'know?"

We appreciate that you would consider our offer of employment...

NEXUS

J. MICHAEL STRACZYNSKI words

JOHN ROMITA jr pictures

SCOTT HANNA inks

DAN KEMP colors

RS & COMICRAFT's JIMMY B! letters

JOHN MIESEGAES assistant editor

AXEL ALONSO editor

JOE QUESADA chief

BILL JEMAS president

...Doctor Octavius.

The pleasure is entirely mine, Mr. Carlyle. In this economy such opportunities do not come around very often. So what did you have in mind?

Nexus Industries is a high-tech research and development company specializing in cybernetics. We went public on the New York Stock Exchange two years ago and our last rating put us at a net value of two hundred million dollars.

Your stockholders must be very happy.

Delirious.

It's unfortunate that your work in cybernetics is not as well known or respected as it deserves. You were one of the first real pioneers in this area, thanks to your remarkable... appendages.

Thank you.

And my tentacles are pretty impressive too.

Old joke. You were saying...?

We believe you would be a great asset for our company, Doctor Octavius. Your work was largely intuitive, achieving breakthroughs without the help of think tanks or guidelines. As a consultant, you could help shake up some of our departments, get them to think outside the box.

Well, I've spent a lot of time trying to get out of one sort of box or another, and just as much time shaking people up.

But you must understand that I have a... colorful background.

We don't care about what you did in the past, Doctor Octavius. Only what you can do for us now. But I will admit to being curious.

Did you... bring it?

Of course. It's right in there. Go ahead and open it.

It's locked.

Is it? How forgetful. Allow me.

Or, more precisely, allow *Me* to allow *them.*

KER-SMASSHH

Whoa!

First rule of drama: always know how to make a good entrance.

Most impressive. So it instantly obeys your slightest whim, whether or not it is actually attached to your body?

There's a slight delay the farther away they are, and I can't get through at all if there's something in the way, like steel plating, but for the most part they respond immediately.

And they're strong?

Very.

Good.

If you'll give us just a few moments to confer, I'll bring in the rest of my team. I'm sure we can put an offer on the table that you'll find more than acceptable.

Take your time. I can wait.

I've waited this long for someone to recognize the legitimacy of my work, I can afford to wait a few more minutes.

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Thank you, gentlemen, you can go now.

Tell the temp agency your services are no longer required.

HSSSSS

Eh...?

Gas?

Who do you think you're dealing with here?

If I can't get --

--this on and tear through those walls before I have to take another breath --

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SHUNNNK

--I don't deserve the name --

--of Doctor Octavius.

Wood against tempered steel. This isn't even a contest.

What the --

No --

--no --

...no...

THUDD

"Look, can you give me a break? I've just about hit bottom."

I'm sorry, Mr. Parker, but I haven't seen Mary Jane all day. Have you tried her cell phone?

I've tried everything except smoke signals. You're sure she's not there?

CEBERG

Well, let me look around again.

No. Not a sign. Perhaps she's at wardrobe. We start shooting very soon and she's busy getting prepped. Maybe you should try there.

And maybe he should take a long walk off a short pier.

Can you give me the number for wardrobe?

I'm sorry but I can't give out that kind of information.

But you said --

I'm sorry, but I have to go now --

Can you at least give her a message for me?

Just... tell her that I'm sorry, and I love her, and I have a good -- a really, really good explanation -- for what happened, and --

--just... have her call me, okay?

I'll pass along the message, Mr. Parker.

He said --

He said he loves me and he has a very good explanation for standing me up, right?

Yup.

Yeah, well, if the first was true, he wouldn't need the second, now would he?

I'll call him back.

Eventually.

"Funny, isn't it, how some things never come out quite the way you planned...?"

You came here five days ago hoping to be hired as a consultant. And a consultant you've been... just not in quite the way you had in mind.

Five... *Days?*

Actually, I thought it would take a lot longer to get the job done. But you hire the right people, you get the job done fast.

I'm just glad I won't be here when they try to cash the checks.

I don't... understand...

Of course not. Your mind is still cloudy from the drugs. And the news hasn't hit the networks yet. But since it'll come out any time now... no reason not to give you a preview.

"I came aboard Nexus because they needed someone to be the mouth, to help promote and advance the public image of the company, raise the value of the stocks.

"It's just good they needed someone in a hurry and didn't go as deep in their background checks as they should have gone.

"Thing is, nobody wants to give you money if they think you actually need it. Guys with flash only give money to guys with even more flash, because they know they'll get it back, with interest.

"So I made sure we had all the flash-and-dazzle anybody could ask for.

"Sometimes the money coming in even equaled the money going out. And sometimes it didn't. But those are the breaks, right? You gotta spend money to make money, right? Of course right.

"What did come in, went back out in acquisitions of other businesses. I even set up some dummy subsidiaries and financed them from inside the company, counting their assets as revenue to make the company look bigger and stronger on the stock market.

"And it worked.

"At least on paper.

"For a while.

"But all good things come to an end. When a bunch of debts came due, and we had to cover for a fall-off in productivity, the figures didn't add up.

"That's when the ***CEO*** found out what had been going on... and who he'd hired.

"Convictions for fraud. Forgery. Extortion. Racketeering. Not to mention assault and battery and a bunch of other charges, all under another name.

"But c'mon, who in this big wide world ***doesn't*** have something to hide, right?

"It's not like I was a murderer or anything.

"I figured if he found out what happened, more would follow. So I had to act fast. With the CEO now on an unexpected... vacation... I looked for ways to grab whatever I could.

"Unfortunately the money was gone, the property was locked up in escrow, and the only product we had was theoretical research, and I can't exactly put that in my pocket and walk out the front door. I never understood half that stuff anyway."

"At least... not before that night.

So I had to figure out what I really wanted. And you know what it is?

To be free, to make my own way so that nobody could ever stop me. And that's when I thought of you. And those extraordinary mechanisms of yours.

I got my teams working on the problem of creating something similar. They worked independently, nobody knowing what the others were doing, nobody but me with the whole picture. They could get the basics but not the whole cerebral interface... thing.

For that, we needed you. Or, more precisely, your equipment.

It was actually far more primitive than they expected. They said it looked as if you'd built that thing in the sixties,

I worked with the tools I had.

Yes, and buried inside they found the secret to their operation. Primitive, but highly intuitive, they never would've figured it out.

So now the arms are stored in here, where you can't contact them.

And you're stored in there in case I need you after the trial run. If not, you'll run out of air in 24 hours and... well, that's that, right?

Would you like to see what your stepchild looks like, Doctor? What you get when you combine your intuitive leap with the latest in cybernetic technologies, servos, waldoes, laser-assisted targeting systems and exo-steel?

Pretty cool, huh? With this setup I can take whatever I want, go wherever I want, and nobody can stop me.

I'm tired of making my living off guys who don't appreciate my abilities. Time to show the whole world what I can do.

Time to build an empire of my own.

"Mary Jane's building quite a career for herself, isn't she, Peter?"

Yeah... yeah, she is.

It says here that she starts shooting in a movie this week in Los Angeles. Isn't that wonderful?

Terrific.

Did you try calling again?

Twice. Can't even get past the front desk. It's... infuriating, Aunt May. I mean, all the things I've done, all the things I can *do*... and I can't talk my way past some studio receptionist three thousand miles away.

I know I could get through to her, make her understand, if I could just see her in person, for five minutes. That was always how it was with us. She'd get mad, or I'd get mad, but as soon as we saw each other, none of it mattered anymore.

So why don't you go to her? She's in California, she's not in another country.

Though there *are* times it's hard to tell the difference...

I can't, May. I promised you we'd do something fun during the break, and I can't just up and leave you.

You know, I've never actually *seen* anyone make a movie before.

"Will that be one business-class ticket to Los Angeles or two, Mr. Parker?"

"Two, thanks."

You're *sure* you're up to this, Aunt May?

Peter, since you were knee high I've dedicated myself to making sure you were happy. Are you going to be happy without at least talking to Mary Jane?

No.

Then there we are.

I know, I just --

--I just worry, that's all.

Can you step over here, sir?

Is there a problem?

Just spread your arms, sir.

I can open that for you --

Please don't move, sir.

Long-johns.

I get chills.

Ever since he was a little boy.

Hang on, I can explain --

Those are mine.

ATES 40-49

NEVER FORGET

They're for geriatric gynecological work... they go around the ankles and into the stirrups so they can get a better look at my --

That'sokaythat'sokay that'sokay...

You can go, ma'am.

Aunt May --

But as for *you*...

What were you *thinking*, sir?

"After all, these days, anyone and anything can be a weapon."

I love LA... ba-ba-bum... I love LA...

Yes, can I help you?

I'd like to make a withdrawal.

Can you give me your account number?

TODD

I'd love to --

--but I'm in kind of a hurry --

--so with your understanding --

--I'll just take it *all.*

Everybody get down!

There's always one guy who never gets the message...

AAAGGGHHH!

Jim!

That --

--will be --

--enough!

The money.

All of it.

Now.

It's now... it's now... or it's never...

It's been nearly 24 hours... it's now or I suffocate...

Concentrate, Octavius, *Concentrate.*

I won't die a fool's death. I never tell anyone my true weaknesses. Solid steel can't fully block the link between me and mine... but it *can* slow us down. Make things harder. The drugs don't help.

I can do this.

I can do this.

Come to me.

Come to me. Come to me.

Come to me.

Come to me.

Come to me.

Come to me.

SNAP

Come to me. Now.

KERWHAMM

WHAMWHAMWHAMWHAMWHAMWHAMWHAMWHAM WHAM WHAM WHAM WHAM

WHAM

WHAM

Yes...

...yes...

...strike.

Too drugged to stand...

Take me away from here. Quickly.

CRASH

"So you're all ready to go."

Well, Mr. Devereaux, I'm as ready as I *can* be since I haven't even seen a script --

Script's just a blueprint, MJ. A jumping off point. We don't give out the script because we don't want it showing up on any of those creep websites. Besides, the director figures he'll have everybody improv most of the dialogue as you go.

STAGE 5

But... you're the producer; how do you keep the story intact if everybody's making it up as they go?

=snort=! Lady, you really think people go to movies for the *story?* It's spectacle, MJ, it's all about spectacle.

Okay, I guess, so what's my part in this... spectacle? All I got in the breakdown was the character's name, age, and that she looks good in lingerie.

You're playing Cynthia LaVenus, the love interest for our protagonist --

--well, until you get killed in act two, sending him into a killing rage that only ends when he meets girlfriend number two in act three.

And the protagonist is...?

Rick Turk, you may have seen him in that indie flick *Hell Hath Some Nerve.* Great kid, a little slow on the uptake, but --

No, I mean, what's his character?

Oh. That.

You're gonna love this... I mean, you're really gonna love this.

Uh-huh... so who's --

You're playing the love interest of a super hero. How about that, huh?

I mean, I know it's kind of a stretch, but --

No... no, it's all right, I'm sure I can... get into the part somehow.

As long as you can get into the lingerie, babe, that's all anybody cares about. See you in wardrobe.

I'll be bringing some friends, if that's okay... just check you out a bit... man, I love making movies...

[illegal]

[illegal] Daily Bugle...

--so you can call the Bugle and they'll confirm who I am. They sent me to get some behind-the-scene pictures --

You with the union? We can't have photographers here unless they're with the union --

If I can just make a call to the set --

Can't do that, sorry.

Look, I'm telling you --

And I'm telling you, we don't allow anybody on the lot unless we know who's what because we got a problem with stalkers.

Hello, Peter.

I'm not a --

"Hello, Peter"?

Just give me five minutes before you have me thrown off the lot, MJ.

You've got two.

Make the best of them.

TO BE CONTINUED

MARVEL® COMICS

the AMAZING SPIDER-MAN®

MARVEL

44

STRACZYNSKI
ROMITA JR.
HANNA

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MJ, c'mon, it's gonna take me a lot more than two minutes to explain what happened --

One minute fifty-eight, a minute fifty-seven, minute fifty-six --

STAN LEE presents:

J. MICHAEL STRACZYNSKI words

JOHN ROMITA jr pictures

SCOTT HANNA inks

DAN KEMP colors

RS & COMICRAFT's JIMMY B! letters

Arms and the Men

JOHN MIESEGAES assistant editor

AXEL ALONSO editor

JOE QUESADA chief

BILL JEMAS president

A convict named the Shade had found a way out by escaping into the astral plane except things went wrong and he got trapped in-between and the only way he could come back to the physical world was to grab kids off the street to balance everything out because nobody'd miss them so I went to Doc Strange because I've never been to the astral plane though turns out it's actually a lot like New Jersey which I only know 'cause I was there but in astral form and I took care of the problem but time goes different there than here and by the time I got back still in astral form it was twenty-four hours later and I'd missed picking you up at the airport, missed the chance to talk to you, but I raced for the airport anyway just to see you, to try to talk to you on the way out.

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So I *was* there, MJ, honest and true, I was at the airport when you had to go back, trying to talk to you, trying to get through, but you couldn't hear me, couldn't see me, because I was still invisible. I was, y'know, outside my body.

I was an *Astral.*

EAST GATE

STAGE 3

Well, that's *close* to the word I was thinking of.

Hey, yo, my *Aunt's* standin' here --

Is that Pierce Brosnan?

Look, MJ, I'm sorry I wasn't there. If there was any way I could have been there, I swear I would have moved heaven and earth to make it happen. But there were something like thirty kids whose lives were on the line. You know me. I had to do what I did. I just...

I had to do it, MJ. I just had to.

I know. But that's always been the problem with us, Peter. There's what you feel you *have* to do, and what you *want* to do.

I just don't know if I want to be the part of your life you consider optional.

But you've never *been* optional, MJ.

Every happy thought I ever had begins and ends with you, and every unhappy thought begins with the realization that you're not there, because I screwed up.

I want to make it right, MJ, and I'll do anything to make that happen. Anything.

It's not that you screwed up, Peter, it's just... the way things were with us, that's all. I guess the question is, is that the way things will always *be?*

Let me try, MJ. I won't hold anything back.

Good, because I --

Waitaminnit...

STAGE 7

All this time, we've -- *you've* -- been talking about all this in front of --

...oh, nuts...

Then... you *know?*

Well, I... yes, I... Peter and I had a talk about the... you know... thing he does, and...

I thought perhaps he'd told you already.

No.

Because it's really more his place to tell you than mine.

Damned straight.

Yep. Yessir. That's definitely Pierce Brosnan, all right.

Okay, look, we're all on edge right now and now isn't the best time to have this conversation. I've been working a long time to make the jump from modeling to movies, and I finally have my first role in a serious drama. It's --

Hey, MJ! There you are!

It's Rick... Rick Turk. I know it's hard to tell in all this, but...

Anyway, Mr. Devereaux said I might find you here. Wanted to say hello to my love interest.

Oh... er... um... hi...

Love interest...?

Well, not *my* love interest. My character's love interest.

And that would be...?

Hey, c'mon, everybody knows --

--The Amazing Lobster-Man!

One word --

--just one --

--and I'll kill you dead.

Right here.

Right now.

Mr. Devereaux was saying he's really looking forward to the lingerie modeling scene. I think it'll be really great, you know? You've got a --

Uhm, Rick, I should introduce you to... this is Peter Parker --

Hi, glad to --

My husband.

Hey.

We're separated.

Howya doin'...

Anyway, we... should get going... we're in the middle of wardrobe fittings and --

MJ... we came all this way. We should at least talk.

I --

Hey, Ms. Watson... you want me to let these two stay on the lot or what?

I...

Yes. They can stay.

We can talk later. A little.

Well.

I think that went very well. It's a first step, and as someone once said, every journey begins with a single step.

Of course, this may be a very *long* journey, but even so, at least it's off to a start.

Yeah... I suppose it is.

"So you've had a good day, sir?"

Why do you ask?

Well, I just... noticed that you checked in with cash, and nobody pays for the penthouse with cash unless they had a great day at someplace like Vegas where they hit the jackpot --

Ah --

In that case, yes, you might say I've had a very good day.

DAILY B

NEW YORK'S FINEST DAILY NEWS

$150,000 STOLEN

IN BANK ROBBERY

Well, congratulations to you and your guest.

Guest...?

I'm sorry, I didn't mean to intrude, it's just you had me set the table for two...

Oh, I don't have a guest. At least not yet.

I'm still trying to decide: blonde, brunette, redhead, or perhaps a combination of all three.

Sort of a sexual banana split.

Hold the banana.

Well, sir, you're all set. If you need anything else, my name's Bobby and I'm on duty until six.

Thank you, Bobby. With any luck you won't hear from me until dawn or consciousness, whichever comes first.

Meanwhile, be a good lad and make sure I'm not disturbed. All right?

Yessir. Not a problem!

EXIT

Is it him?

EXIT

Lemme see one more time, just to be sure.

Yep. That's him, all right.

That was a hundred dollars, right?

Yes.

Thank you for your service.

Hey, anytime, mister. Just as long as there's no trouble, right?

No... no trouble at all.

Now you just sit there and enjoy the view, honey, we'll go down to dinner in just a minute.

All right... but it's *boring.*

Mommmm!

--and I take it that Beth, Candy and Cassie are all... full service?

Excellent. The address? It's --

Uhm... let me get back to you.

Carlyle! Carlyle!

You don't have to shout. This is, as they say, a classy joint.

Take. That. Off.

Sigh... you're the *last* person in the world I wanted to hear utter those words while I was in the bedroom.

But you'll do.

I was reading a book on this hotel and they say this floor is supposed to be haunted --

--snort! --

Gimme a break. That's just to bring in the tourists and the ghost-nuts. Nothing that weird goes on in real life --

Thief! It doesn't belong to you!

Up yours, old man!

Aaaaghhh!

Maybe we should try another hotel...

Yeah, maybe...

Die!

Ungh!

You should have died quietly when you had the chance, old man.

Because either way, you're a dead man.

You may be fast --

--but I've been doing this for *years.*

Unh!

So as the kids say... bring it on.

"I always say just do the best you can and let the rest take care of itself, you know?"

I figure that's my motivation as Lobster-Man, just do the best I can to help the world. I mean, the guy's a super hero, it doesn't need to go much deeper than that.

Sure it does.

I mean, what kind of thing drives someone to fight crime? It could be... and I'm just coming up with this off the top of my head... guilt over the death of a loved one, where you could've done something about it but didn't. I --

You know, I could erase those freckles for you if you want.

You touch those freckles and I'll erase your face.

Okay, I'm sensing hostility here...

Anyway, I think that's where someone like Spi -- that is, Lobster-Man's love interest could be, I don't know, *useful.* She could help him get over the mistakes of his past, make him understand that he doesn't have to be perfect.

She could be *important* to him --

Shyeah, right...

C'mon... what kind of woman would hook up with a guy like that, knowing that he could never put her first in his life?

Well, it's --

I'll tell you what kind.

Somebody with *no* self-respect and a lousy self-image. For all the good she might think she's doing, at the end of the day he's running around town beating people up, she's only in his life when it's convenient, and if anything happens to him she can't even get comfort from anybody else because it's a secret.

At least, that's what my analyst would say.

Y'know what I mean, MJ?

Yeah... yeah, I think I do, Rick.

--so I'm thinking we check out the cafeteria, get a bite to eat while we wait for MJ.

That would be nice, Peter. It's awfully warm out here.

That's Los Angeles for you. Just remember, it isn't the heat, it's the stupidity --

SOUTH GATE

--with reports coming in of some kind of an attack taking place at this moment at the Embassy Crown Hotel --

Hey, that's just up the street.

Just a second, Aunt May.

We're receiving unconfirmed reports from eyewitnesses at the scene that this is not terrorist related, and that people have sighted the individual known as Doctor Octopus at the scene.

...oh, no...

Aunt May, I have to... I have to go.

Peter --

I'll meet you at the cafeteria as soon as I can deal with this, all right?

I... yes, all right, I...

She looks away, and I realize this is the first time I've had to leave her to go into action as Spider-Man since she found out the truth.

May... I'll be okay. I swear. I'll come back as soon as I'm done and we'll have some dessert, so find something good at the cafeteria because I'm going to be pretty peckish, okay?

I love you, Aunt May.

I know... and I love you too, it's just...

No. Never mind. You just... do what you have to, Peter. I'll wait for you.

Okay. I'll be back before you know it.

Just a minute, we're getting in some additional reports from the witnesses at the Embassy Crown Hotel --

--yes, all right, we have confirmation now --

--there appear to be two assailants at the hotel. Whatever the alleged Doctor Octopus is doing --

"-- he's not doing it alone."

You can't keep running forever, Octavius.

I have no intention of running.

Yaaaahhhh!

Later, reporters would describe the hotel as saying it looked as though it had been in a war.

Later, a guest with a video camera would sell his footage of the fight to CNN for more money than I ever made selling photos to the Bugle all put together, thereby reaffirming the theory that print is dead. Or at least damned cheap.

Later, the Embassy Crown Hotel would have to sue its insurance company in order to receive compensation, on the premise that what happened was by no possible interpretation of insurance law an act of God.

But that was later. I knew none of this when I arrived.

I knew only that it's always the innocents who get caught in the middle.

Go on! I've got it! Get clear!

Enough is enough.

Okay, Ock, I don't know what you're up to this time, but it stops right here, you understand me? It --

What the --

KER WHAMM

Whoa!

Got yourself a remote, Doc? Or --

Oh, crud.

Okay.

I think it's time to reassess the situation.

Stay out of this, Spider-Man.

Unless you want to combine our forces, dispose of our unwanted guest and mutual enemy first, then settle this.

Not as long as you've got what's mine.

Something blue.

Something old...

Something new...

Something borrowed...

I am *so* screwed.

I decide what's going on matters less than stopping them before this whole place comes down around us.

What the --

Tie him up for a second --

--while I deal with Ock. I know his tricks enough to --

Uhh!

He's learned some new ones.

I warned you. You wouldn't listen.

Move! Move! ***Move!***

Now pay the price.

"We're now getting reports that Spider-Man has been seen at the site of the hotel attack."

The last witnesses to flee the building describe a brutal fight between those involved --

--practically a war --

Could you turn that off, please?

Sure thing.

Thank you.

So lemme ask you a question, Doc ol' buddy ol' pal... this guy a friend of yours?

Carlyle?

Good. Now I have a name.

He's a thief!

Okay, we've established that you like the same things and your mom dresses you the same but did you come to the prom together?

Look at him! He's stolen my technology! There is room for only *one* Otto Octavius!

Yeah, especially with that new rule that you have to buy a second seat on the airplane if you're too fat for the first one --

Finally!

Uh-oh...

He's fast... I barely get out of the way of one of his arms before I realize --

--he wasn't aiming at me.

Unnh!

Company... this is getting too crowded for my tastes. I need a distraction to get away, and hostages for insurance --

I think I know where I can get the latter -- I seem to recall there's a studio around here...

No!

--and now for the former.

No! What're you ***doing?*** Those are load-bearing walls! You'll bring the whole place down around us!

Around you two, perhaps.

But not me!

Doc! You gotta help me keep it together until the civilians can get out!

Please!

Go. Hurry!

That's it... go on...

Okay... they're clear... now we can figure out a way to get out before --

WHISSSSH

--what? -- what're you --

You are not a civilian. Goodbye.

No...

To Be Continued

the AMAZING SPIDER-MAN®

MARVEL

45

STRACZYNSKI

ROMITA JR

HANNA

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STAN LEE presents:

Until the Stars Turn Cold

J. MICHAEL STRACZYNSKI words

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JOE QUESADA chief

BILL JEMAS president

--with reports that bystanders caught in the middle of the fight between Spider-Man and his opponents, one of whom has been identified as Doctor Octopus, were able to escape shortly before the hotel collapsed.

LAPD SWAT units and helicopters are searching the area looking for Doctor Octopus and the man who may either have been an accomplice or who may also have been fighting Doctor Octopus for reasons not yet known.

EMS

"We also have no information on the fate of Spider-Man, who may or may not have been able to escape the scene before the hotel collapsed.

"According to structural experts, it is unlikely that anyone inside the hotel when it collapsed could have survived..."

I can't breathe... can't breathe...

Keep moving... don't black out... if you black out you die...

...one of these pipes has to have air... has to go somewhere...

Nothing...

...nothing...

Hands keep shifting as I push the debris aside... and I realize I'm shaking... shock's setting in... keep moving, Peter, damn it, keep moving...

Got it. Not a lot of air, but it'll do...

...for a little while.

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Amazing what five million dollars worth of lumber, paint and chrome can buy these days, isn't it, Al?

Yessir.

Any word from the director?

No sir. He's caught in traffic. Front gate's talking about some kind of problem up the road at the hotel --

Look, we have to get these camera tests on hair, makeup and wardrobe done in time for the studio brass to approve it before we shoot. We don't need the director for that part. Tell 'em to get out here.

Yes sir, Mister Devereaux.

We need first-team on the set.

That's why producers make the big bucks, Al. When everybody else flakes out, we get things done.

Hey, Rick, how's it going?

Fine, Mr. Devereaux. Have you lost weight? You look great.

Thanks. So Mary Jane, you've met your love interest?

Yes, I --

Great, that's great, now --

Excuse me, but I thought there was supposed to be a closed set for these tests --

It's just a skeleton crew, MJ. I promise if anyone here sees anything he hasn't seen before, I'll shoot it personally.

I understand, but --

Time's wasting, so let's get to it.

Mr. Devereaux --

Oh, crud...

What?

It's the writer, Fettes Grey. I gave the office specific instructions that he wasn't invited --

Why didn't I get a call sheet for the camera test?

I don't know... I gave my assistant specific instructions that you were to be faxed the call sheet wherever you were. I'll have her fired at once.

We have bigger problems than that. Have you seen this last batch of notes?

This isn't the best time to --

They don't like Lobster-Man's origin. They said it was stupid and improbable and not *deep* enough. What the hell does *that* mean?

How was he created?

By a bite from a radioactive lobster.

Here we go again...

They want something ***bigger,*** like he was ***summoned*** to the job by... get this... some kind of ***Giant Lobster God!***

Fettes... be reasonable...

Reasonable? It's ***moronic.*** Everyone on the internet who heard the rumor about this thinks it's stupid.

People on the internet think ***every***thing's stupid until they see it... then the next thing you know they're having it tattooed on their butts.

Look, Fettes... radiation is passe. It is ***so*** last-century. We have to move on, create new myths for a new audience. Besides, if it's a Lobster God rather than a one-time-only accident we can have all ***kinds*** of sequels... Lobster-Boy and Lobster-Girl and the Evil Lobster-Man, you name it.

"We have to deal with the real world here, Fettes."

--estimating that it will be days before rescuers can reach the bottom of the collapsed hotel --

"And stuff like this just doesn't happen in the real world."

Sorry, pal, but you've got something I need.

Building after building filled with rich, high-profile hostages...

I can't stay here... the debris keeps shifting... collapsing... it's only a matter of time before everything around me... everything *including* me... gets flattened under a few hundred thousand tons of wreckage.

And I can't try to leave... because one wrong move and this all comes down around me... it means leaving my supply of air behind at some point... not a big deal if I'm only under ten feet of debris... but if it's twenty, or thirty...

...or forty... or more.

I'll never make it before I run out of air. I can't try it.

Except -- I remember now -- as the place came down...

Doc Ock and the new guy... Carlyle... they were headed for the studio, headed for hostages, headed for --

Mary Jane. Aunt May.

Have to try.

Have to.

Have --

--to --

--try.

STAGE 7

Mary Jane...?

Excuse me, ma'am, but you're going to have to leave... the tour's that way, it --

No, it's all right, she's with me.

Is everything all right?

Yes... well, no, that is... Peter had to go.

Oh. Well, I suppose I should have expected --

No. I mean he... had to *go*.

...itsy-bitsy spider went up the water-spout...

Got it.

There's some kind of trouble up the hill --

WHAMMM

WHAMMM

Well... just what I was looking for. A perfect cross-section of hostages and potential casualties. All we need now is a teamster with a truck and --

--and --

Tell me that... *you*... aren't really what you look like, are you?

I...

No. It's just wardrobe.

Good.

OoOfff!

Rick!

"Such a relief. I was afraid that entrance requirements in the hero community had hit an all-time low."

I don't know how far I've dug... how far I have to go... but I can't rest, can't stop now --

...uh-oh... end of my life-line...

Have to hope it got me close enough to the surface, or else --

No. Don't think about that part. Think about May. And MJ.

One last, deep breath.

And... go.

Can't breathe... can't stop... can't breathe... can't stop...

One last push. One last...

If this doesn't work... I love you, MJ. I love you, Aunt May.

Goodbye.

Go.

...go...

...god...

...lungs on fire... keep going... come on, damn you, Peter, keep going.

Push.

Push.

Damn you... don't you dare give up... not now... when they need you... *push! Come on, Peter! Push! Push!*

Push!

Hkkkkk... hhnkkkk...

Hey... you hear something?

LAFD

LA COUNTY

Whoa!

Unnh! What the --

...dude...

Not today.

Not today...

Look, whoever you are, if you're smart you'll take a hike and get away while you still can.

While I still *can?* Are *you* threatening *me*... in *that?*

If you harm us, there's no way on earth you're getting out of here in one piece. The LAPD has a policy: they don't negotiate over hostages. No one will.

Well, now, let's not be hasty.

Look, I don't know what this is all about, but I'm sure we can come to a reasonable compromise. This studio has considerable influence with the city, and I'm a person of some importance myself, so you just tell me what you want and --

What I want?

I want a fast car out of here, no pursuit, and no interference from *any*one. But I know they won't take me seriously, no one ever does.

Until someone dies.

So I have to make them understand just how serious I am.

But to show I'm not completely heartless, I should pick someone... expendable. Someone who's already had a good, long life.

So, ma'am, let me ask you a question.

Have you put your affairs in order?

No! Aunt May!

I'm not afraid... I'm not afraid... I'm not afraid... I'm --

Leave that woman alone!

Thank God... Pe --

--ter?

I want *no* distractions! If you think for a *minute* you're going to get away with my technology, you're --

Otto?

May?

Otto...? Otto Octavius?

"Brad! Janet! Doctor Scott!"

You just don't know when to give up, do you?

Never!

--ungh!

All right... enough's enough.

Die, old man.

DIE!

Agh!

You're a fool, Octavius. You should have stayed away. There was room for two of us. But you had to press the issue. And now you have to learn the lesson every stubborn man learns sooner or later.

Whoever has the most advanced technology always wins in the end.

What the --

Thanks for pointing out the obvious.

But it only works if there's nobody else in town more advanced than you are.

Which would include pretty much anybody else shopping at the Sharper Image these days.

Is that--

Yes...But I... think you should stay under here for a while. It's...it's safer.

I catch MJ keeping Aunt May away, where she can't see what shape I'm in, and where she's safe.

Which is all I need to know.

Just got to hit and run, wear him out. For as strong as that suit is, it's still a normal man inside.

Hit and run and stay clear of those --

--arms--

OOF!

I think he cracked a rib.

Can't let that slow me down... can't.

...his shell...

What?

...I made a small crack... just behind...

...maybe you can still take him out.

You're helping *me?*

No... I'm hurting *him.*

Got to keep moving... if I get close I risk getting snared...those arms can rip me in two if they get a good grip.

Just got to hold on and try to find it.

And pray.

What're you --

I'm trying to decide what to call you. If he's Doctor Octopus, does that make you--

=uhhn=

Carlyle Calamari?

C'mon, where is it...where *is* it?

...where...

GOT IT!

Room's spinning...no time... no time to try and wrestle it free...just one chance--

PSSSSSHHHH

Just have to try...to gum up the works. Empty the whole thing. Let the webbing expand inside the suit.

Owf!

Have to hope it's enough... enough to--

Got you now, got--

What the--can't move--

No...

NO!

KRUMMP

Is it--

And he's--

Yep. It's okay, Aunt May. We're safe now.

I think he's fine.

Never thought I'd owe you one, Doc, and I know you did it just to save your own ass, but even so, I--

Damn.

Rick! Are you okay?

Yeah, I... I think so...

Here, let me help you.

So where's the brass--

--band...

This was a mistake. I should never have come.

I should never have come.

Peter--

I'm sorry.

Of course if you ***hadn't*** come, who knows what might have happened in there?

I know...and I'm just as glad ***he*** was here...but this is the ***me*** part of the discussion, MJ. I had no right. I just... wanted to see you. And apologize.

Look, Peter...I don't know what to tell you right now. The truth is, I still need to find out who I am, and where I fit in, not in terms of us, but like you said, just in terms of being who I am, being ***me.***

Your life, what you do...it's pretty overpowering stuff, Peter. After a while it took over everything I was. All I could do was wait and worry. I lived my life reacting to what you did with your life.

It was like...like everything I did on my own was just a distraction from the important stuff, and I can't be a distraction, I can't be a diversion.

I can't be second place, Peter. I just can't. You can understand that, can't you, Peter?

Yeah... I suppose I can.

But I'm still in love with you, MJ. I always will be. So what do I do about that?

Wait for me? Let me figure out what I need to figure out?

I know that's hard, because I can't make any promises, but--

I don't need any promises, MJ.

I'll wait for you as long as you need. Or until the stars turn cold and fall from the sky. Whichever comes first.

You've been awfully quiet, Aunt May.

Have I? Yes, I suppose I have been. I was just thinking--

Peter, I know that you're--

And Octavius... all this time, he was--

Right.

Doc Octopus, that's right.

Is there anything *you* want to tell me, Mary Jane?

No, Aunt May.

Good... good...that's very good, Mary Jane. Because I'm strong. I found out I'm a lot stronger than I ever thought I was.

But I'm not invulnerable. And I love you both more than I can say.

You just want the rest of my chocolate cake, don't you?

Just the parts with the frosting.

END

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